

NOTE: Please photocopy both sides
and retain for your files.

RECEIVED
BOARD OF SUPERVISORS
COMMISSION SERVICES
2013 JAN 25 PM 4:18
LOS ANGELES COUNTY

NOTICE OF INTENTION TO SOLICIT

To Appeal or Solicit for
Charitable Purposes in the
UNINCORPORATED Portions of the
COUNTY OF LOS ANGELES
BUSINESS LICENSE COMMISSION
374 Kenneth Hahn Hall of Administration
500 West Temple Street
Los Angeles CA 90012
Telephone: 213/974-7691

ALL QUESTIONS MUST BE ANSWERED, PLEASE TYPE OR PRINT.

(Los Angeles County Code, Volume 3, Title 7, Chapter 7-24 requires that this Notice of Intention to be filed at least 30 days prior to beginning your solicitation or advertisement for your fund-raising activity. No advertisement or solicitation may begin until this office has issued an Information Card. "No" or "None" may be written where appropriate on this form. Additional Information may be added on separate sheets; however *do not* add separate sheets in lieu of answering the questions on this form.)

1. CCF Community Initiatives Fund When organized: 2001
(Full Name of Organization) Incorporated: yes
Yes No
2. 221 S. Figueroa St. Los Angeles, CA 90012 213-413-4130
(Address: Street, City and Zip Code) (Telephone - Daytime)
3. Terri Mosqueda, 221 S. Figueroa St. Los Angeles CA 90012 213-413-4130 tmosqueda@calfund.org
(Name of Person in Charge of Appeal -- Address and Zip Code) (Telephone - Daytime and E-mail Address)
4. TO CONDUCT OR SOLICIT: General Appeal
(If only to solicit funds, it would be a General Appeal, if a specific event, state type of event)
5. WHERE and WHEN this fund-raising activity will be held: does not apply
(If specific event, exact dates)
6. Solicitation/Advertisement starts January 2013 ; ends January 2014
(Specific date, or when issued) (Last day of specified event)
7. SPECIFIC Purpose of this Solicitation: Net proceeds will be used to support the grant making of the California Community Foundation
8. ANTICIPATED Gross Goal (Before deducting expenses): \$ 400,000 \$ (LOCAL) \$ (STATE) \$ (NATIONAL)
9. If this solicitation or activity is conducted on behalf of another organization, give its name and address and enclose a copy of a letter of authorization from organization(s). Does not apply
10. Solicitation/Advertisement to be made by means of (indicate by checking below):
() Volunteer Solicitors () Box Office Sales () Posters () Bulletins
() Paid Solicitors () Telephone () Newspapers
(X) Personal Approach (X) Radio/Television (X) Mail
Other methods (specify):
Internet, Email
11. Admission: \$ Does not apply Tickets Does not apply Invitations Does no apply No. Printed
Numbered

SPECIFY PER PERSON

PER COUPLE

Selling prices: (Ads, cookies, etc.)

Cost of Carnival Tickets:

Games:

Rides:

12. Itemized list of *ANTICIPATED* expenses to be incurred in conducting this solicitation only:

Salaries	_____	Printing Advertisement	\$10,000
Solicitors	_____	Stationery/Postage	_____
Managers	_____	Prizes	_____
Promoters	_____	Cost of Merchandise	_____
Other	\$35,000	Refreshments/Meals	_____
Rents	_____	Miscellaneous:	_____
Music	_____	(Specify)	_____
Telephone	_____	ANTICIPATED TOTAL	\$ 45,000

13. a. 11.25% Percent (anticipated) of gross contributions for expenses (divide gross goal --Item No. 8-- into expenses ---Item No. 12.---)
- b. 88.75% Percent (anticipated) of gross contributions to be used as specified in application (subtract percent for expenses --- 13. a. --- from 100%)
- c. NA Percent of the proceeds to be used outside of Los Angeles County and specify where it will be use (If applicable) -

NOTE: PLEASE BREAK ALL PERCENTAGES DOWN TO THE NEAREST TENTH.

14. I the signer of this Notice of Intention, attach hereto copies of the following as required:
- Articles of Incorporation and/or Bylaws of this organization (BOTH if group is incorporated)
 - Names, Titles and Terms of Offices for two Officers of this organization
 - Current Financial Statement (treasurer's report, audit, etc.)
 - A statement of any and all agreements or understandings made or had with any agent, solicitor, promoter or manager of this solicitation, or a copy of such agreement or understanding, if it is in writing.
 - Tax exemption certificate. State & Federal

(Items a, b, c and e above must be submitted. If items c or d do not apply to your group, indicate "none")

I have read and understand the provisions of Los Angeles County Code, volume 3, Title 7, Chapter 7-24 and before authorizing any person to solicit, I will require the solicitor to read Sections 7-24-010 to 7-24-400 of said Ordinance.

Within 30 days after the completion of the solicitation, I will submit the Report of Results of Activity form to the Business License Commission, indicating all receipts and expenditures of this appeal/activity.

PLEASE PRINT NAME AND THEN SIGN. AN OFFICER OF THE ORGANIZATION MUST SIGN.

"I declare under penalty of perjury under the laws of the County of Los Angeles and the State of California that the foregoing is true and correct."

Steven J. Cott, Board Member
(Signature and Title)

221 S. Figueroa St., Suite 400 Los Angeles, CA 90012
(Complete Address)

213-413-4130

Daytime Telephone Number

11/30/13

Today's Date

NON-COMPLIANCE WITH, OR VIOLATION OF, LOS ANGELES COUNTY CODE, VOLUME 3, TITLE 7, CHAPTER 7-24, IS A MISDEMEANOR PUNISHABLE BY A FINE OR IMPRISONMENT -- OR BOTH.

IMPORTANT REMINDER: A current list of officers and a current financial statement or audit must be sent at least once annually to keep your file updated. Other documents are not necessary unless they have new or additional information, or amendments.

Please give the name and telephone number of a person that we may contact for questions regarding the "NOTICE OF INTENTION" application.

Name: _____ Telephone No. _____

A0615594

2205284

FILED

in the office of the Secretary of State
of the State of California
AUG 04 2004

**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
THE BOB AND GAYE HARRIS FOUNDATION**

Kevin Shelley
KEVIN SHELLEY, Secretary of State

The undersigned certify that:

1. They are the President and the Assistant Secretary, respectively, of The Bob and Gaye Harris Foundation, a California nonprofit public benefit corporation.
2. The Articles of Incorporation of this corporation are amended and restated to read as follows:

I

The name of this corporation is CCF Community Initiatives Fund.

II

- A. This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes.
- B. The corporation is formed and shall be operated exclusively for the following charitable purposes within the meaning of Sections 170(c)(2)(B) and 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"):
 1. To engage in charitable, educational and other activities;
 2. Specifically, to accomplish the purposes specified in this Article II by exclusively benefiting and supporting, within the meaning of Code Section 509(a)(3), the California Community Foundation, a charitable entity organized under the laws of the State of California and recognized by the Internal Revenue Service as exempt from Federal income taxation under Code Section 501(a) as an organization described in Code Section 501(c)(3) and classified as other than a private foundation within the meaning of Code Section 509(a)(1); and
 3. To engage in any and all lawful activities incidental to and in pursuit of the foregoing purposes, except as restricted herein.

III

A. All corporation funds, including those received by gift, become and are subject to all the terms of these Articles of Incorporation (the "Articles") and the Bylaws of this corporation (the "Bylaws") as from time to time amended, including, in particular, provisions for presumption of donors' intent, for modification of restriction or conditions, and for amendments and termination. To the extent the corporation receives gifts that it thereafter maintains as separate funds, such funds will be held and administered so as to qualify as a component fund of this corporation within the meaning of Treasury Regulation Section 1.170A-9(e)(11).

B. Subject to the limitations of Article IV, with respect to a gift made by a donor to or for the use of this corporation, the corporation shall follow directions given by such donor or donor advisory committee at the time of the gift as to (a) the field of charitable purposes or particular charitable organizations or purposes to be supported, (b) the manner of distribution including amounts, times and conditions of payments and whether from principal or income, and (c) a name as a memorial or otherwise for a fund given, or addition to a fund previously held, or anonymity for the gift. The corporation may consider advice provided by any donor or donor advisory committee after the time of the gift, but all such advice by a donor or donor advisory committee may be accepted or rejected, in whole or in part, by the corporation in its sole and absolute discretion.

IV

A. Notwithstanding any provision in these Articles or in any instrument of transfer creating or adding to a fund of this corporation, the Board of Directors shall have the power to modify any restriction or condition on the distribution of funds for any specified charitable purposes or to specified organizations, if, in the judgment of the Board of Directors, such restriction or condition becomes, in effect, unnecessary, incapable of fulfillment, or inconsistent with the charitable needs of the community or areas served by the corporation.

B. The Board of Directors shall have the power to replace any participating trustee, custodian, or agent for breach of fiduciary duty under State law. The Board of Directors shall also have the power to replace any participating trustee, custodian, or agent for failure to produce a reasonable (as determined by the Board of Directors) return of net income (within the meaning of Treasury Regulation Section 1.170A-9(e)(11)(v)(F)) over a reasonable period of time (as determined by the Board of Directors). The Board of Directors shall exercise its power under this Section B of Article IV by affirmative vote of a majority of its members.

C. Notwithstanding any provision in these Articles, in any instrument of transfer creating or adding to a fund or in any instrument establishing or modifying the powers of a donor advisory committee, twenty-five (25) years after the death of the donor the Board of Directors may treat any advised fund as a nonadvised fund if, in its sole discretion, the Board determines such treatment to be in the best interests of this corporation.

D. Each fund of this corporation shall be presumed to be intended (a) to be used only for charitable purposes, (b) to be productive of a reasonable return of net income which is to be distributed at least annually or, if accumulated, is to be accumulated only in a reasonable amount and for a reasonable period for a charitable purpose or purposes; and (c) to be used only for such of those purposes and in such manner as not to disqualify the gift from deduction as a charitable contribution, gift or bequest in computing any Federal income, gift or estate tax of the donor or his estate and not to disqualify this corporation from exemption from Federal income tax as a qualified charitable organization described in Code Sections 501(c)(3) and 509(a)(1), and shall not be otherwise applied. The corporation shall not accept any gift upon which a donor or donor advisory committee has imposed any material restriction or condition (within the meaning of Treasury Regulation Section 1.507-2(a)(8)) that would prevent this corporation from freely and effectively employing the transferred assets, or the income derived therefrom, in furtherance of its charitable purposes.

V

A. Notwithstanding any other provision of these articles, this corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Code Section 501(c)(3) or (b) by a corporation contributions to which are deductible under Code Section 170(c)(2).

B. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided in Code Section 501(h)), and the corporation shall not participate in or intervene in any political campaign (including the publishing or distribution of statements) on behalf of (or in opposition to) any candidate for public office.

VI

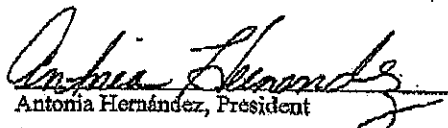
The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person. Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Code Section 501(c)(3).

3. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the board of directors.

4. The corporation has no members.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Dated: 8/2/2004


Antonia Hernández, President


Peter A. Dunn, Assistant Secretary

A0565502

2205284

**CERTIFICATE OF
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF**

THE BOB AND GAYE HARRIS FOUNDATION

FILED
In the office of the Secretary of State
of the State of California

MAY 30 2001

Bill Jones
BILL JONES, Secretary of State

Elizabeth Gaye Harris and Peter A. Dunn certify that:

1. They are the President and Secretary, respectively, of The Bob and Gaye Harris Foundation, a California nonprofit public benefit corporation.
2. The corporation has no members.
3. The directors of the foundation have approved this certificate of amended and restated articles of incorporation and the Articles of Incorporation of THE BOB AND GAYE HARRIS FOUNDATION shall be amended and restated to read as set forth in full in the certificate.

Article I

The name of this corporation is: THE BOB AND GAYE HARRIS FOUNDATION.

Article II

This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the California Nonprofit Public Benefit Corporation Law for charitable purposes.

This corporation is organized for the specific and primary purpose of benefiting, performing the functions of, and/or carrying out the purposes of, that class of publicly supported organizations, including the California Community Foundation, that are described in Sections 501(c)(3) and 509(a)(1) or (2) of the Internal Revenue Code, and that engage in charitable activities which are consistent with the charitable purpose of the California Community Foundation.

Article III

This corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. All references herein to the Internal Revenue Code are to the Internal Revenue Code of 1986 or the corresponding provisions of any future United States internal revenue law.

This corporation is operated, supervised and controlled by the California Community Foundation, a California Nonprofit Public Benefit Corporation, as such terms are defined in Section 509 of the Internal Revenue Code and the Treasury Regulations interpreting such Code section.

Notwithstanding any other provision of these articles, this corporation shall not carry on any other activities not permitted to be carried on: (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code; or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

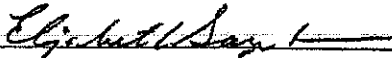
No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and this corporation shall not

participate in, or intervene in, any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.


Article IV

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private person. Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

Dated: May 3, 2001

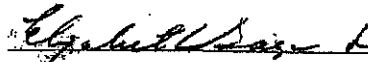
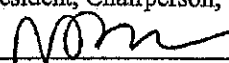

ELIZABETH GAYE HARRIS
President, Chairperson,

Dated: May 22, 2001


Peter A. Dunn, Secretary
Verification

The undersigned declares under penalty of perjury under the laws of the State of California that the statements in the foregoing certificate are true and correct of her own knowledge and that this declaration was executed on:

May 3, 2001 at Malibu, California.


ELIZABETH GAYE HARRIS
President, Chairperson,

Peter A. Dunn, Secretary

State of California
Secretary of State



I, DEBRA BOWEN, Secretary of State of the State of California, hereby certify:

That the attached transcript of 32 page(s) was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

OCT 19 2009

Debra Bowen

DEBRA BOWEN
Secretary of State

AK-5

990367 *pb*

FILED
In the office of the Secretary of State
of the State of California

JUN 17 1980

MARGARET FOWLER, Secretary of State

By Bill Heller
Secretary

ARTICLES OF INCORPORATION
OF
CCF, INC.

ARTICLE I

The name of this corporation shall be:

CCF, INC.

ARTICLE II

14
A. This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit ^{Corporation} Law for charitable purposes.

B. This corporation is organized and shall be operated exclusively for the benefit of, to perform the functions of, and to carry out the purposes of the California Community Foundation. In furtherance thereof, the corporation shall be operated exclusively for charitable, scientific and literary purposes.

ARTICLE III

The name and address in the State of California of this corporation's initial agent for service of process is Mr. Jack Shakely, CCF, Inc., 333 South Hope Street, Los Angeles, California, 90071.

ARTICLE IV

A. This corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

B. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

C. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any

political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

ARTICLE V

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person. Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

If this corporation holds any assets in trust, or the corporation is formed for charitable purposes, such assets shall be disposed of in such manner as may be directed by decree of the Superior Court of the county in which the corporation has its principal office,

upon petition therefor by the Attorney General or by any persons concerned in the liquidation, in a proceeding to which the Attorney General is a party.

DATED: June 17, 1980

By Charles C. Lee
Charles C. Lee
(Incorporator)

I hereby declare that I am the person who executed the foregoing Articles of Incorporation, which incorporation is my act and deed.

Charles C. Lee
Charles C. Lee
(Incorporator)

NCTO:

990367 A363489

FILED

In the Office of the Secretary of State
of the State of California

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

CCF, Inc.

DEC 29 1988

March 1989
March 1989 LB, Secretary of State

STEPHEN P. GAVIN and CATHERINE GOULD certify that:

1. They are the Chairman of the Board and Secretary, respectively of CCF, Inc., a California nonprofit public benefit corporation.

2. The Articles of Incorporation of this corporation are amended and restated to read as herein set forth in full:

ARTICLE I

NAME

The name of this corporation is CALIFORNIA COMMUNITY FOUNDATION.

ARTICLE II

PURPOSES

Section 1. This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes.

Section 2. The specific purpose of this corporation is to receive and accept property to be administered under these Articles of Incorporation exclusively for charitable purposes primarily in or for the benefit of the counties of Los Angeles, Orange, Riverside, San Bernardino and Ventura, California, and

such other areas as the Board of Directors may from time to time determine (the "Community"), including for such purposes:

(a) The administration of funds given for charitable purposes,

(b) The making of distributions for such purposes in accordance with the terms of gifts, bequests or devises to this corporation not inconsistent with the purposes of these Articles of Incorporation or in accordance with determinations by the Board of Directors of this corporation.

(c) The making of distributions to qualified charitable organizations or for charitable purposes, and

(d) The modification of any restriction or condition on the distribution of funds for any specified charitable purposes or to specified organizations if, in the judgment of the Board of Directors, such restriction or condition becomes impossible or impracticable or illegal to carry out, provided that where the donor of such funds has not expressly agreed to the corporation's power of modification, then the modification shall be effected by decree of the Superior Court, unless the Attorney General shall make a written waiver of objections to the modification.

Section 3. This corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue code of 1986 (the "Code") and applicable Treasury Regulations thereunder.

Section 4. Notwithstanding any other provision of these Articles of Incorporation, this corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Code or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Code.

Section 5. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

Section 6. It is intended that this corporation shall have, and continue to have, the status of an organization which is exempt from Federal income taxation under Section 501(c)(3) of the Code and which is other than a private foundation as defined in Section 509 of the Code. It is further intended that this corporation shall conduct its affairs so as to qualify as a community trust or foundation as that term is defined in Treas. Reg § 1.170A-9(e)(11). All terms and provisions of these Articles of Incorporation, and all operations of this corporation, shall be construed, applied and carried out in accordance with such intent.

ARTICLE III

DONORS' GIFTS AND DIRECTIONS

Section 1. Donors may from time to time make gifts to or for the use of this corporation.

Section 2. Each donor by making a gift to or for the use of this corporation shall be deemed to accept, agree and consent to all of the terms of these Articles of Incorporation and the Bylaws of this corporation. Each donor shall be deemed to agree that the fund created by such donor shall be subject to the provisions for presumption of donors' intent, for modification of restrictions or conditions, and for amendments and termination, and to all other terms of these Articles of Incorporation and Bylaws as from time to time amended. In addition, each donor shall be deemed to agree that such fund will be held and administered so as to qualify as a "component fund" (within the meaning of Treas. Reg. § 1.170A-9(e)(11)) of this corporation.

Section 3. If a gift is made to this corporation in trust to make income or other payments to or for the use of this corporation, followed by payments to any individuals or for noncharitable purposes, it shall not be treated as a component fund of this corporation but rather only the payments to or for the use of this corporation shall be regarded as corporate funds subject to these Articles of Incorporation and only when this corporation becomes entitled to their use. If a gift is made to this corporation in trust to make income or other payments for a period of a life or lives, or other period, to any individuals or

for noncharitable purposes, followed by payments to or for the use of this corporation, it shall be treated similarly until all such noncharitable interests expire and the fund becomes a component fund of this corporation. The Board of Directors may take such actions as it from time to time deems necessary or desirable to further this corporation's rights in any such funds, whether components or noncomponents, or to protect its rights to receive payments from such funds.

Section 4. Any donor or donor advisory committee may, with respect to a gift made by such donor to or for the use of this corporation, give directions, subject to the limitations of Article IV, at the time of the gift as to (a) the field of charitable purposes or particular charitable organizations or purposes to be supported, (b) the manner of distribution including amounts, times and conditions of payments and whether from principal or income, and (c) a name as a memorial or otherwise for a fund given, or addition to a fund previously held, or anonymity for the gift. Any directions provided after the time of the gift shall be provided on a timely basis that permits the Board of Directors adequate opportunity to consider such directions. All such directions by a donor or donor advisory committee shall be followed except as provided in Article IV.

Section 5. No gift shall be required to be separately invested or held unless it is necessary in order to prevent tax disqualification or it is required by law. Directions for naming

a fund as a memorial or otherwise may be satisfied by keeping under such name accounts reflecting the appropriate interest of such fund in each common investment, by referring to the amount of the gift at the time it was received or by similar means.

ARTICLE IV

POWERS OF THE BOARD OF DIRECTORS

Section 1. (a) Notwithstanding any provision in these Articles of Incorporation or in any instrument of transfer creating or adding to a fund of this corporation, the Board of Directors shall have the power to modify any restriction or condition on the distribution of funds for any specified charitable purpose or to specified organizations, if, in the judgment of the Board of Directors, such restriction or condition becomes impossible or impracticable or illegal to carry out, provided that where the donor of such funds has not expressly agreed to the corporation's power of modification, then the modification shall be effected by decree of the Superior Court, unless the Attorney General shall make a written waiver of objections to the modification.

(b) In addition, the Board of Directors shall have the power to replace any participating trustee, custodian, or agent for breach of fiduciary duty under State law. The Board of Directors shall also have the power to replace any participating trustee, custodian, or agent for failure to produce a reasonable (as determined by the Board of Directors) return of net income (within the meaning of Treas. Reg. § 1.170A-9(e)(11)(v)(F)) over

a reasonable period of time (as determined by the Board of Directors). The Board of Directors shall exercise its power under this Section 1 of Article IV by affirmative vote of a majority of its members.

Section 2. Notwithstanding any provision in these Articles of Incorporation, in any instrument of transfer creating or adding to a fund or in any instrument establishing or modifying the powers of a donor advisory committee, twenty-five (25) years after the death of the donor the Board of Directors may treat any advised fund as a nonadvised fund if, in its sole discretion, the Board determines such treatment to be in the best interests of this corporation.

Section 3. Each fund of this corporation shall be presumed to be intended (a) to be used only for charitable purposes, (b) to be productive of a reasonable return of net income which (except during the period referred to in Section 3 of Article III) is to be distributed at least annually or, if accumulated, is to be accumulated only in a reasonable amount and for a reasonable period for a charitable purpose or purposes, and (c) to be used only for such of those purposes and in such manner as not to disqualify the gift from deduction as a charitable contribution, gift or bequest in computing any Federal income, gift or estate tax of the donor or his estate and not to disqualify this corporation from exemption from Federal income tax as a qualified charitable organization described in Sections 501(c)(3) and 509(a)(1) of the Code and shall not be otherwise

applied. A donor or donor advisory committee may not impose any material restriction or condition (within the meaning of Treas. Reg. § 1.507-2(a)(8)) that prevents this corporation from freely and effectively employing the transferred assets, or the income derived therefrom, in furtherance of its charitable purposes. If a direction by the donor or donor advisory committee, however expressed, would, if followed, result in a use contrary to the intent so presumed, or if the Board of Directors is advised by counsel that there is a substantial risk of such result, the directions shall not be followed, but shall be varied by the Board of Directors so far as necessary to avoid such result, except that if the donor has clearly stated that compliance with the direction is a condition of the gift, then the gift shall not be accepted in case of such advice unless an appropriate judicial or administrative body first determines that the condition and direction need not be followed. Reasonable charges and expenses of counsel for such advice and proceedings shall be proper expenses of administration.

Section 4. The Board of Directors shall have the authority to enter into contractual relations with other organizations, including nonprofit corporations, which are operated for the benefit of, and to carry out the purposes of, this corporation. It is intended that this corporation shall exercise such supervision and control over any such organization as is necessary to qualify it as an organization described in Section

509(a)(3) of the Code and applicable Treasury Regulations thereunder.

Section 5. The Board of Directors shall exercise all powers granted to it under these Articles of Incorporation and described in Treas. Reg. § 1.170A-9(e)(11)(v)(B), (C) and (D) in the best interests of this corporation.

ARTICLE V

COMPOSITION AND DUTIES OF

THE BOARD OF DIRECTORS

Section 1. The Board of Directors of this corporation shall represent the broad interests of the public rather than the personal or private interests of a limited number of donors. This requirement will be met if this corporation has a governing body comprised of citizens of the United States, residents of the Community, selected for their knowledge of the educational, cultural, civic, moral, public and other charitable needs of the Community and on the basis of activity in, interest in, or representation of public institutions or organizations in the Community which are concerned with charitable, educational and public needs. Directors appointed hereunder shall act in their own right and not as representatives of any interest or group.

Section 2. This corporation shall observe the following limitations with respect to terms of office for the Board of Directors and the composition of its Board of Directors:

(a) Directors may not serve a period of more than ten consecutive years;

(b) Upon completion of a ten-year period of service, no person may serve again for a three year period of time;

(c) Persons described in Section 4946(a)(1)(A) or (C) through (G) of the Code shall not constitute more than one-third of the Board of Directors (for the purposes of this subsection (c), the corporation shall be deemed a "private foundation" as that term is employed in Section 4946(a)(1)(A) and (C) through (G) of the Code); and

(d) Representatives of banks or trust companies which serve as trustees, investment managers, custodians or agents, plus persons described in paragraph (c) of Section 2 of this Article IV, shall not constitute a majority of the Board of Directors.

Section 3. The Board of Directors shall take appropriate action to make this corporation known to people within the Community and in that connection shall seek gifts to this corporation from a wide segment of the population of the Community.

Section 4. Each member of the Board of Directors shall serve in a fiduciary capacity and shall refrain from exercising any powers in such manner as to disqualify this corporation from Federal income tax exemption as a qualified charitable organization and as a public charity or any gift from deduction as a charitable contribution, gift or bequest in computing any Federal income, gift or estate tax of the donor or his estate.

ARTICLE VI
SELF-DEALING

This corporation shall not engage in any act with any person which would constitute self-dealing within the meaning of Section 4941 of the Code. (For the purposes of this Article VI, the corporation shall be deemed a "private foundation" as that term is employed in Section 4941 of the Code.)

ARTICLE VII
DISSOLUTION

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person. Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed in such proportions as shall be determined by its Board of Directors, in its sole discretion, to such nonprofit funds, foundations or corporations which are organized and operated exclusively for charitable purposes and which have established their tax exempt status under Section 501(c)(3) of the Code.

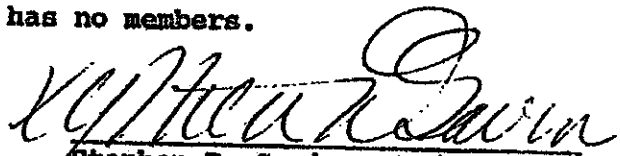

ARTICLE VIII
AMENDMENTS

Subject to Section 5612 (A) of the California Corporations Code, these Articles of Incorporation may be amended by the Board, provided, however, that Article II, Section 2, Paragraph


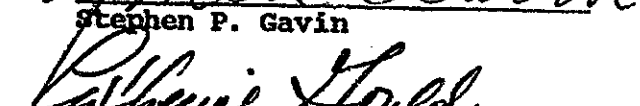
(d), Article IV, Section 1, Paragraph (a) and Article VI may not be amended unless approved by a decree of the Superior Court or approved by the California Attorney General.

3. The foregoing Amendment and Restatement of Articles of Incorporation has been duly approved by the Board of Directors.

4. The corporation has no members.


Stephen P. Gavin, Chairman

Catherine Gould, Secretary

The undersigned declare under penalty of perjury that the matters set forth in the foregoing certificate are true of their own knowledge. Executed at Los Angeles, California on December 27, 1988.


Stephen P. Gavin

Catherine Gould

**CALIFORNIA COMMUNITY FOUNDATION
CHARITABLE FUND II
3580 Wilshire Boulevard, Suite 1660
Los Angeles, CA 90010**

Consent to Use of Name

California Community Foundation Charitable Fund II, a nonprofit public benefit corporation, hereby consents to the use of the name "California Community Foundation" only by CCF, Inc., and existing nonprofit public benefit corporation, and hereby further requests that the Secretary of State, State of California, declare no conflict with California Community Foundation Charitable Fund II. This consent is limited to only this corporation, renamed California Community Foundation, and is not intended as an abandonment of the name "California Community Foundation" or a waiver hereafter to protect the undersigned's exclusive use of said name.

Dated: January 5, 1989

California Community Foundation
Charitable Fund II, a California nonprofit
public benefit corporation

By


Jack Shakely, President

A0502125

990367

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF THE

CALIFORNIA COMMUNITY FOUNDATION

DAVID PETERS and ANDREA VAN DE KAMP certify that:

1. They are the Chairman of the Board and Secretary, respectively of the California Community Foundation, a California nonprofit public benefit corporation.
2. The Articles of Incorporation of this corporation are amended and restated to read as herein set forth in full:

ARTICLE I

NAME

The name of this corporation is CALIFORNIA COMMUNITY FOUNDATION.

ARTICLE II

PURPOSES

Section 1. This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes.

Section 2. The specific purpose of this corporation is to receive and accept property to be administered under these Articles of Incorporation exclusively for charitable purposes primarily in or for the benefit of the counties of Los Angeles, Orange, Riverside, San Bernardino and Ventura, California, and such other areas as the Board of Directors may from time to time determine (the "Community"), including for such purposes:

- (a) The administration of funds given for charitable purposes,
- (b) The making of distributions for such purposes in accordance with the terms of gifts, bequests or devises to this corporation not inconsistent with the purposes of these Articles of Incorporation or in accordance with determinations by the Board of Directors of this corporation.

FILED 8
in the office of the Secretary of State
of the State of California

DEC 30 1997

Bill Jones
NOTES. Secretary

(c) The making of distributions to qualified charitable organizations or for charitable purposes, and

(d) The modification of any restriction or condition on the distribution of funds for any specified charitable purposes or to specified organizations if, in the judgment of the Board of Directors, such restriction or condition becomes impossible or impracticable or illegal to carry out, provided that where the donor of such funds has not expressly agreed to the corporation's power of modification, then the modification shall be effected by decree of the Superior Court, unless the Attorney General shall make a written waiver of objections to the modification.

Section 3. This corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code") and applicable Treasury Regulations thereunder.

Section 4. Notwithstanding any other provision of these Articles of Incorporation, this corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Code or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Code.

Section 5. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided in Section 501(h) of the Code), and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of (or in opposition to) any candidate for public office.

Section 6. It is intended that this corporation shall have, and continue to have, the status of an organization which is exempt from Federal income taxation under Section 501(c)(3) of the Code and which is other than a private foundation as defined in Section 509 of the Code. It is further intended that this corporation shall conduct its affairs so as to qualify as a community trust or foundation as that term is defined in Treas. Reg § 1.170A-9(e)(11). All terms and provisions of these Articles of Incorporation, and all operations of this corporation, shall be construed, applied and carried out in accordance with such intent.

ARTICLE III

DONORS' GIFTS AND DIRECTIONS

Section 1. Donors may from time to time make gifts to or for the use of this corporation.

Section 2. Each donor by making a gift to or for the use of this corporation shall be deemed to accept, agree and consent to all of the terms of these Articles of Incorporation and the Bylaws of this corporation. Each donor shall be deemed to agree that the fund created by such donor shall be subject to the provisions for presumption of donors' intent, for modification of restrictions or conditions, and for amendments and termination, and to all other terms of these Articles of Incorporation and Bylaws as from time to time amended. In addition, each donor shall be deemed to agree that such fund will be held and administered so as to qualify as a "component fund" (within the meaning of Treas. Reg. § 1.170A-9(e)(11)) of this corporation.

Section 3. If a gift is made to this corporation in trust to make income or other payments to or for the use of this corporation, followed by payments to any individuals or for noncharitable purposes, it shall not be treated as a component fund of this corporation but rather only the payments to or for the use of this corporation shall be regarded as corporate funds subject to these Articles of Incorporation and only when this corporation becomes entitled to their use. If a gift is made to this corporation in trust to make income or other payments for a period of a life or lives, or other period, to any individuals or for noncharitable purposes, followed by payments to or for the use of this corporation, it shall be treated similarly until all such noncharitable interests expire and the fund becomes a component fund of this corporation. The Board of Directors may take such actions as it from time to time deems necessary or desirable to further this corporation's rights in any such funds, whether components or noncomponents, or to protect its rights to receive payments from such funds.

Section 4. Any donor or donor advisory committee may, with respect to a gift made by such donor to or for the use of this corporation, give directions, subject to the limitations of Article IV, at the time of the gift as to (a) the field of charitable purposes or particular charitable organizations or purposes to be supported, (b) the manner of

distribution including amounts, times and conditions of payments and whether from principal or income, and (c) a name as a memorial or otherwise for a fund given, or addition to a fund previously held, or anonymity for the gift. Any directions provided after the time of the gift shall be provided on a timely basis that permits the Board of Directors adequate opportunity to consider such directions. All such directions by a donor or donor advisory committee shall be followed except as provided in Article IV.

Section 5. No gift shall be required to be separately invested or held unless it is necessary in order to prevent tax disqualification or it is required by law. Directions for naming a fund as a memorial or otherwise may be satisfied by keeping under such name accounts reflecting the appropriate interest of such fund in each common investment, by referring to the amount of the gift at the time it was received or by similar means.

ARTICLE IV

POWERS OF THE BOARD OF DIRECTORS

Section 1. (a) Notwithstanding any provision in these Articles of Incorporation or in any instrument of transfer creating or adding to a fund of this corporation, the Board of Directors shall have the power to modify any restriction or condition on the distribution of funds for any specified charitable purpose or to specified organizations, if, in the judgment of the Board of Directors, such restriction or condition becomes impossible or impracticable or illegal to carry out, provided that where the donor of such funds has not expressly agreed to the corporation's power of modification, then the modification shall be effected by decree of the Superior Court, unless the Attorney General shall make a written waiver of objections to the modification.

(b) In addition, the Board of Directors shall have the power to replace any participating trustee, custodian, or agent for breach of fiduciary duty under State law. The Board of Directors shall also have the power to replace any participating trustee, custodian, or agent for failure to produce a reasonable (as determined by the Board of Directors) return of net income (within the meaning of Treas. Reg. § 1.170A-9(e)(1)(v)(F)) over a reasonable period of time (as determined by the Board of Directors). The Board of Directors shall exercise its power under this Section 1 of Article IV by affirmative vote of a majority of its members.

Section 2. Notwithstanding any provision in these Articles of Incorporation, in any instrument of transfer creating or adding to a fund or in any instrument establishing or modifying the powers of a donor advisory committee, twenty-five (25) years after the death of the donor the Board of Directors may treat any advised fund as a nonadvised fund if, in its sole discretion, the Board determines such treatment to be in the best interests of this corporation.

Section 3. Each fund of this corporation shall be presumed to be intended (a) to be used only for charitable purposes, (b) to be productive of a reasonable return of net income which (except during the period referred to in Section 3 of Article III) is to be distributed at least annually or, if accumulated, is to be accumulated only in a reasonable amount and for a reasonable period for a charitable purpose or purposes, and (c) to be used only for such of those purposes and in such manner as not to disqualify the gift from deduction as a charitable contribution, gift or bequest in computing any Federal income, gift or estate tax of the donor or his estate and not to disqualify this corporation from exemption from Federal income tax as a qualified charitable organization described in Sections 501(c)(3) and 509(a)(1) of the Code and shall not be otherwise applied. A donor or donor advisory committee may not impose any material restriction or condition (within the meaning of Treas. Reg. § 1.507-2(a)(8)) that prevents this corporation from freely and effectively employing the transferred assets, or the income derived therefrom, in furtherance of its charitable purposes. If a direction by the donor or donor advisory committee, however expressed, would, if followed, result in a use contrary to the intent so presumed, or if the Board of Directors is advised by counsel that there is a substantial risk of such result, the directions shall not be followed, but shall be varied by the Board of Directors so far as necessary to avoid such result, except that if the donor has clearly stated that compliance with the direction is a condition of the gift, then the gift shall not be accepted in case of such advice unless an appropriate judicial or administrative body first determines that the condition and direction need not be followed. Reasonable charges and expenses of counsel for such advice and proceedings shall be proper expenses of administration.

Section 4. The Board of Directors shall have the authority to enter into contractual relations with other organizations, including nonprofit corporations, which are operated for the benefit of, and to carry out the purposes of, this corporation. It is intended that this corporation shall exercise such supervision and control over any such organization as is necessary to qualify it as an organization described in Section 509(a)(3) of the Code and applicable Treasury Regulations thereunder.

Section 5. The Board of Directors shall exercise all powers granted to it under these Articles of Incorporation and described in Treas. Reg. § 1.170A-9(e)(1)(v)(B), (C) and (D) in the best interests of this corporation.

ARTICLE V

COMPOSITION AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. The Board of Directors of this corporation shall represent the broad interests of the public rather than the personal or private interests of a limited number of donors. This requirement will be met if this corporation has a governing body comprised of citizens of the United States, residents of the Community, selected for their knowledge of the educational, cultural, civic, moral, public and other charitable needs of the Community and on the basis of activity in, interest in, or representation of public institutions or organizations in the Community which are concerned with charitable, educational and public needs. Directors appointed hereunder shall act in their own right and not as representatives of any interest or group.

Section 2. This corporation shall observe the following limitations with respect to the composition of its Board of Directors:

(a) Persons described in Section 4946(a)(1)(A) or (C) through (G) of the Code shall not constitute more than one-third of the Board of Directors (for the purposes of this subsection (a), the corporation shall be deemed a "private foundation" as that term is employed in Section 4946(a)(1)(A) and (C) through (G) of the Code); and

(b) Representatives of banks or trust companies which serve as trustees, investment managers, custodians or agents, plus persons described in paragraph (a) of Section 2 of this Article V, shall not constitute a majority of the Board of Directors.

Section 3. The Board of Directors shall take appropriate action to make this

corporation known to people within the Community and in that connection shall seek gifts to this corporation from a wide segment of the population of the Community.

Section 4. Each member of the Board of Directors shall serve in a fiduciary capacity and shall refrain from exercising any powers in such manner as to disqualify this corporation from Federal income tax exemption as a qualified charitable organization and as a public charity or any gift from deduction as a charitable contribution, gift or bequest in computing any Federal income, gift or estate tax of the donor or his estate.

ARTICLE VI

SELF-DEALING

This corporation shall not engage in any act with any person which would constitute self-dealing within the meaning of Section 4941 of the Code. (For the purposes of this Article VI, the corporation shall be deemed a "private foundation" as that term is employed in Section 4941 of the Code.)

ARTICLE VII

DISSOLUTION

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person. Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed in such proportions as shall be determined by its Board of Directors, in its sole discretion, to such nonprofit funds, foundations or corporations which are organized and operated exclusively for charitable purposes and which have established their tax exempt status under Section 501(c)(3) of the Code.

ARTICLE VIII
AMENDMENTS


Subject to Section 5812 (A) of the California Corporations Code, these Articles of Incorporation may be amended by the Board, provided, however, that Article II, Section 2, Paragraph (d), Article IV, Section I, Paragraph (a) and Article VI may not be amended unless approved by a decree of the Superior Court or approved by the California Attorney General.

3. The foregoing Amendment and Restatement of Articles of Incorporation has been duly approved by the Board of Directors.
4. The corporation has no members


David Peters, Chairman


Andrea Van de Kamp, Secretary

The undersigned declare under penalty of perjury that the matters set forth in the foregoing certificate are true of their own knowledge. Executed at Los Angeles, California on December 29, 1997.


David Peters


Andrea Van de Kamp

#0521028

C 0990367 (Surv)
AGREEMENT OF MERGER

FILED
In the office of the Secretary of State
of the State of California

FEB 17 1999

BILL JONES, Secretary of State

This Agreement of Merger is entered into between California Community Foundation, a California Nonprofit Public Benefit corporation (herein "Surviving Corporation") and Centinela Valley Health Services, Inc., a California Nonprofit Public Benefit corporation (herein "Merging Corporation").

1. Merging Corporation shall be merged into Surviving Corporation.
2. The membership of Merging Corporation shall be converted into the Surviving Corporation which has no members.
3. Merging Corporation shall from time to time, as and when requested by Surviving Corporation, execute and deliver all such documents and instruments and take all such action necessary or desirable to evidence or carry out this merger.
4. The effect of the merger and the effective date of the merger are as prescribed by law.

IN WITNESS WHEREOF the parties have executed this Agreement.

CALIFORNIA COMMUNITY FOUNDATION

By: *Jack Shakely*
Jack Shakely, President

By: *Andrea Van de Kamp*
Andrea Van de Kamp, Secretary

**CENTINELA VALLEY HEALTH SERVICES,
INC.**

By: *William C. Miller*
William C. Miller, President

By: *Jerome Ettinger*
Jerome Ettinger, M.D., Secretary

**CERTIFICATE OF APPROVAL
OF
AGREEMENT OF MERGER**

William C. Miller and Jerome Ettinger certify that:

1. They are the president and the secretary, respectively, of Centinela Valley Health Services Inc., a California Nonprofit Public Benefit corporation.
2. The principal terms of the Agreement of Merger in the form attached were duly approved by the required vote of the Board of Directors of the corporation.
3. The corporation has no members.
4. No other approvals are required.
5. The Attorney General of the State of California has been given notice of the merger.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATE: 2/15/99

William C. Miller

William C. Miller, President

Jerome Ettinger M.D.

Jerome Ettinger, M.D., Secretary

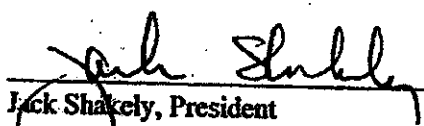
**CERTIFICATE OF APPROVAL
OF
AGREEMENT OF MERGER**

Jack Shakely and Andrea Van de Kamp certify that:

1. They are the president and the secretary, respectively, of California Community Foundation, a California Nonprofit Public Benefit corporation.
2. The principal terms of the Agreement of Merger in the form attached were duly approved by the required vote of the Board of Directors of the corporation.
3. The corporation has no members.
4. No other approvals are required.
5. The Attorney General of the State of California has been given notice of the merger.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATE: January 31, 1999



Jack Shakely, President



Andrea Van de Kamp, Secretary

A0521029

FILED
In the office of the Secretary of State
of the State of California

00990367 (Surv)
AGREEMENT OF MERGER

FEB 17 1999
Bill Jones
BILL JONES, Secretary of State

This Agreement of Merger is entered into between California Community Foundation, a California Nonprofit Public Benefit corporation (herein "Surviving Corporation") and Centinela Health Care Foundation, a California Nonprofit Public Benefit corporation (herein "Merging Corporation").

1. Merging Corporation shall be merged into Surviving Corporation.
2. The membership of Merging Corporation shall be converted into the Surviving Corporation which has no members.
3. Merging Corporation shall from time to time, as and when requested by Surviving Corporation, execute and deliver all such documents and instruments and take all such action necessary or desirable to evidence or carry out this merger.
4. The effect of the merger and the effective date of the merger are as prescribed by law.

IN WITNESS WHEREOF the parties have executed this Agreement.

CALIFORNIA COMMUNITY FOUNDATION

By: Jack Shakely
Jack Shakely, President

By: Andrea Van de Kamp
Andrea Van de Kamp, Secretary

CENTINELA HEALTH CARE FOUNDATION

By: William C. Miller
William C. Miller, President

By: Jerome Ettinger M.D.
Jerome Ettinger, M.D., Secretary

**CERTIFICATE OF APPROVAL
OF
AGREEMENT OF MERGER**

William C. Miller and Jerome Ettinger certify that:

1. They are the president and the secretary, respectively, of Centinela Health Care Foundation, a California Nonprofit Public Benefit corporation.
2. The principal terms of the Agreement of Merger in the form attached were duly approved by the required vote of the member of the corporation.
3. There is only one member and the total number of members of the corporation entitled to vote on the merger is one.
4. No other approvals are required.
5. The Attorney General of the State of California has been given notice of the merger.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATE: 2/16/99

William C. Miller

William C. Miller, President

Jerome Ettinger M.D.

Jerome Ettinger, M.D., Secretary

**CERTIFICATE OF APPROVAL
OF
AGREEMENT OF MERGER**

Jack Shakely and Andrea Van de Kamp certify that:

1. They are the president and the secretary, respectively, of California Community Foundation, a California Nonprofit Public Benefit corporation.
2. The principal terms of the Agreement of Merger in the form attached were duly approved by the required vote of the Board of Directors of the corporation.
3. The corporation has no members.
4. No other approvals are required.
5. The Attorney General of the State of California has been given notice of the merger.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATE: January 31, 1999



Jack Shakely, President



Andrea Van de Kamp, Secretary

A0682118

FILED DR
In the office of the Secretary of State
of the State of California

SEP 11 2008

0990367
**CERTIFICATE PURSUANT TO SECTION 1505,
CALIFORNIA CORPORATIONS CODE**

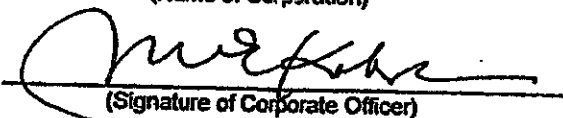
California Community Foundation

(Name of Corporation)

_____, a corporation organized and
existing under the laws of California, makes the following statement:
(State or Place of Incorporation)

1. The complete address of its office in the state of California wherein any entity designating it as agent may be served with process is 445 S. Figueroa Street, Suite 3400
Los Angeles, CA 90071
2. The name of each person employed by it at such office to whom it authorized the delivery of any copy of any such process is John E. Kobara
3. The corporation consents that delivery thereof to such person at the address designated shall constitute delivery of any such copy to it, as such agent.

California Community Foundation
(Name of Corporation)


(Signature of Corporate Officer)

John E. Kobara, Senior Vice President
(Typed Name and Title of Officer Signing)





2205284

**ARTICLES OF INCORPORATION
OF
THE BOB AND GAYE HARRIS FOUNDATION**

FILED *mw*
in the office of the Secretary of State
of the State of California

DEC 20 1999

Bill Jones
BILL JONES, Secretary of State

Article I

The name of this corporation is THE BOB AND GAYE HARRIS FOUNDATION.

Article II

This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the California Nonprofit Public Benefit Corporation Law for charitable purposes.

This corporation is organized for the specific and primary purpose of benefiting, performing the functions of, and/or carrying out the purposes of, that class of publicly supported organizations, including the California Community Foundation, that are described in Sections 501(c)(3) and 509(a)(1) or (2) of the Internal Revenue Code, and that engage in charitable activities which are consistent with the charitable purpose of the California Community Foundation.

Article III

This corporation's initial agent for service of process is Kenneth A. Ziskin, whose address in this state is 3950 Vantage Avenue, Studio City, CA 91604.

Article IV

This corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. All references herein to the Internal Revenue Code are to the Internal Revenue Code of 1986 or the corresponding provisions of any future United States internal revenue law.

This corporation is operated, supervised and controlled by the California Community Foundation, a California Nonprofit Public Benefit Corporation, as such terms are defined in Section 509 of the Internal Revenue Code and the Treasury Regulations interpreting such Code section.

Notwithstanding any other provision of these articles, this corporation shall not carry on any other activities not permitted to be carried on: (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code; or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and this corporation shall not participate in, or intervene in, any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

Article V

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private person. Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and

liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 510(c)(3) of the Internal Revenue Code.

Dated: Dec 16, 1999

Elizabeth Gaye Harris
ELIZABETH GAYE HARRIS, Incorporator

I hereby declare that I am the person who executed the foregoing Articles of Incorporation, which execution is my act and deed.

Elizabeth Gaye Harris
ELIZABETH GAYE HARRIS

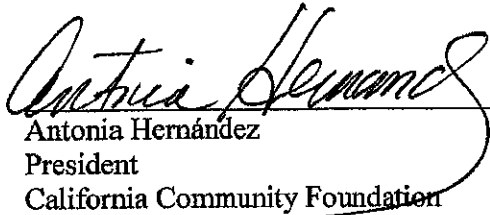
**DESIGNATION OF DIRECTORS OF
CCF COMMUNITY INITIATIVES FUND BY
THE PRESIDENT OF CALIFORNIA COMMUNITY FOUNDATION**

RESOLVED, that pursuant to Section 3.03 of the Bylaws of CCF Community Initiatives Fund, the following persons hereby are designated as directors of CCF Community Initiatives Fund, effective August 15th, 2012:

Steve Cobb, CFO

Carolyn Steffen, Controller

Terri Mosqueda, Staff Member



Antonia Hernández
President
California Community Foundation

Amended and Restated Bylaws of
CCF Community Initiatives Fund
A California Nonprofit Public Benefit Corporation
Without Members

Amended as of August 15, 2012

ARTICLE I

OFFICES

Section 1.01. **PRINCIPAL OFFICE.** The corporation's principal office shall be fixed and located at such place as the Board of Directors (the "Board") shall determine. The Board is granted full power and authority to change said principal office from one location to another.

Section 1.02. **OTHER OFFICES.** Branch or subordinate offices may be established at any time by the Board at any place or places.

ARTICLE II

MEMBERSHIP

Section 2.01. **MEMBERS.** The corporation shall have no members within the meaning of Section 5056 of the California Nonprofit Corporation Law (the "Law"). Any action which would otherwise require approval by a majority of all members or approval by the members shall require only approval of the Board.

Section 2.02. **ASSOCIATES.** Nothing in this Article II shall be construed as limiting the right of the corporation to refer to persons associated with it as "members" even though such persons are not members, and no such reference shall constitute anyone

a member within the meaning of Section 5056 of the Law. The corporation may confer by amendment of its Articles of Incorporation (the “Articles”) or of these Bylaws some or all of the rights of a member, as set forth in the Law, upon any person or persons who do not have the right to vote for the election of directors or on a disposition of substantially all of the assets of the corporation or on a merger or on a dissolution or on changes to the corporation’s Articles or Bylaws, but no such person shall be a member within the meaning of said Section 5056.

ARTICLE III

DIRECTORS

Section 3.01. POWERS. Subject to any limitations in the Articles or these Bylaws and to compliance with any applicable laws, the activities and affairs of the corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board. The Board may delegate the management of the activities of the corporation to any person or persons, a management company or committees, however composed, provided that the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Board shall have the following powers in addition to the other powers enumerated in these Bylaws:

- (a) To select and remove all officers, agents and employees of the corporation, prescribe powers and duties for them as may not be inconsistent with law, the Articles or these Bylaws, fix their

compensation and require from them such security, if any, for faithful service as the Board may deem appropriate.

(b) To conduct, manage and control the affairs and activities of the corporation, and to make such rules and regulations therefor not inconsistent with law, the Articles or these Bylaws, as they may deem appropriate.

(c) To adopt, make and use a corporate seal and to alter the form of such seal from time to time as they may deem appropriate, but failure to affix a seal does not affect the validity of any instrument.

(d) To borrow money and incur indebtedness for the purposes of the corporation, and to cause to be executed and delivered therefor, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations or other evidences of debt and securities therefor.

Section 3.02. NUMBER OF DIRECTORS. The authorized number of directors shall be three (3) until changed by amendment of the Articles or these Bylaws.

Section 3.03. SELECTION AND TERM OF OFFICE. Directors shall be designated by California Community Foundation to take office upon designation. Such designation shall be in writing and shall be filed with the minutes of the Corporation. Each director shall serve at the pleasure of California Community Foundation and shall hold office until a successor has been designated and qualified. Upon removal, for any reason, of a director designated under this Section 3.03, a successor shall be designated

by California Community Foundation. Any director so designated may only be removed by California Community Foundation.

The president of California Community Foundation shall act on behalf California Community Foundation with respect to its designation power. The directors shall include at least one of each of the following categories of California Community Foundation staff members:

- (a) the Chief Financial Officer or the Controller; and
- (b) any other California Community Foundation staff

member.

Directors shall be designated annually.

Section 3.04. INTERESTED PERSONS. Not more than forty-nine percent (49%) of the persons serving on the Board at any time may be interested persons. For purposes of this Section 3.04, an interested person is:

- (a) Any person currently being compensated by the corporation for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; or
- (b) Any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person listed in Section 3.04(a) above.

Any violation of the provisions of this Section 3.04 shall not affect the validity or enforceability of any transaction entered into by the corporation.

Section 3.05. VACANCIES.

(a) Subject to the provisions of Section 5226 of the Law, any director may resign effective upon giving written notice to the Chair of the Board, the President, the Secretary or the Board, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be selected before such time, to take office when the resignation becomes effective.

(b) Vacancies on the Board shall be filled in the manner prescribed in Section 3.03 of these Bylaws.

(c) A vacancy on the Board shall be deemed to exist in case of the death, resignation or removal of any director or an increase in the authorized number of directors.

(d) The Board may declare vacant the office of a director who has been declared of unsound mind by a final order of a court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty arising under Sections 5230 through 5239 of the Law.

(e) No reduction of the authorized number of directors shall have the effect of removing any director prior to the expiration of the director's term of office.

Section 3.06. PLACE OF MEETING. Meetings of the Board shall be held at any place within or without the State of California which has been designated from time to time by the Board. In the absence of such designation, regular meetings shall be held at the principal office of the corporation.

Section 3.07. ANNUAL MEETINGS. The Board shall hold an annual meeting for the purposes of organization, election of officers and the transaction of other business. Annual meetings of the Board shall be held on such dates and at such times as may be fixed by the Board.

Section 3.08. REGULAR MEETINGS. Regular meetings of the Board may be held without call or notice on such dates and at such times as may be fixed by the Board.

Section 3.09. SPECIAL MEETINGS. Special meetings of the Board for any purpose or purposes may be called at any time by the Chair of the Board, the President, any Vice President, the Secretary or any two (2) directors.

Section 3.10. NOTICE. A notice need not specify the purpose of any regular or special meeting of the Board.

Annual and special meetings of the Board shall be held upon four (4) days notice by first-class mail or forty-eight (48) hours notice delivered personally or by telephone, including a voice messaging system or other system or technology designed to record and communicate messages, telegraph, facsimile, electronic mail, or other electronic means.

Any such notice shall be addressed or delivered to each director at such director's address as it is shown upon the records of the corporation or as may have been given to the corporation by the director for purposes of notice or, if such address is not shown on such records or is not readily ascertainable, at the place where the meetings of the directors are regularly held.

Notice by mail shall be deemed to have been given at the time a written notice is deposited in the United States mails, postage prepaid. Any other written notice shall be deemed to have been given at the time it is personally delivered to the recipient or is delivered to a common carrier for transmission, or actually transmitted by the person giving the notice by electronic means, to the recipient. Oral notice shall be deemed to have been given at the time it is communicated, in person or by telephone or wireless, to the recipient, or the recipient's voice messaging system or other system or technology designed to record and communicate messages, or to a person at the office of the recipient who the person giving the notice has reason to believe will promptly communicate it to the receiver.

Section 3.11. QUORUM. A majority of directors then in office constitutes a quorum of the Board for the transaction of business, except to adjourn as provided in Section 3.14 of these Bylaws. An act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board, unless a greater number be required by law, the Articles, or these Bylaws. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for that meeting, or a greater number required by law, the Articles, or these Bylaws.

The following actions shall require a vote by a majority of the directors then in office in order to be effective:

- (a) The amendment of the Articles or the adoption of new Articles;

(b) The amendment or repeal of Bylaws or the adoption of new Bylaws;

(c) The dissolution of the corporation and winding up of business or any sale, lease, conveyance, exchange, transfer or other disposition of all or substantially all of its assets;

(d) The approval of any self-dealing transaction (without counting the vote of any “interested director” as defined in Section 5233 of the Law), except that when it is not reasonably practicable to obtain approval of the Board prior to entering into such a transaction, a committee authorized by the Board may approve the transaction in a manner consistent with the standards set forth in Section 5233(d) of the Law subject to ratification by a majority of the directors then in office (without counting the vote of any “interested director” as defined in Section 5233 of the Law) at the next meeting of the Board;

(e) The establishment of any special or standing committees of the Board and any appointments to such committees; and

(f) The approval of any other action for which the Law requires approval of such a majority of the Board.

Section 3.12. PARTICIPATION IN MEETINGS BY CONFERENCE TELEPHONE, ELECTRONIC VIDEO SCREEN COMMUNICATION, OR OTHER COMMUNICATIONS EQUIPMENT. Members of the Board may participate in a meeting, or a committee meeting, through use of conference telephone, electronic video screen communication, or other communications equipment. Participation in a meeting through use of conference telephone pursuant to this Section 3.12 constitutes presence in

person at that meeting as long as all members participating in the meeting are able to hear one another. Participation in a meeting through use of electronic video screen communication or other communications equipment (other than conference telephone) pursuant to this Section 3.12 constitutes presence in person at that meeting if all of the following apply:

- (a) Each member participating in the meeting can communicate with all of the other members concurrently.
- (b) Each member is provided the means of participating in all matters before the Board, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation.
- (c) The corporation adopts and implements some means of verifying both of the following:
 - (i) A person participating in the meeting is a director or other person entitled to participate in the Board meeting.
 - (ii) All actions of, or votes by, the Board are taken or cast only by the directors and not by persons who are not directors.

Section 3.13. WAIVER OF NOTICE. Notice of a meeting need not be given to any director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such director. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. A waiver of notice need not specify the purpose of any regular or special meeting of the Board.

Section 3.14. ADJOURNMENT. A majority of the directors present, whether or not a quorum is present, may adjourn any directors' meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place be fixed at the meeting adjourned, except as provided in the next sentence. If the meeting is adjourned for more than twenty-four (24) hours, reasonable notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the directors who were not present at the time of the adjournment.

Section 3.15. ACTION WITHOUT MEETING.

(a) Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to such action and if the number of directors then in office constitutes a quorum. Such consent or consents shall have the same effect as a unanimous vote of the Board and shall be filed with the minutes of the proceedings of the Board.

(b) For the purposes of this Section 3.15 only, "all members of the Board" shall not include any "interested director" as defined in Section 5233 of the Law or any "common director" as described in Section 5234 of the Law who abstains in writing from providing consent, where (i) the facts described in Section 5233(d)(2) or (3) of the Law are established or the provisions Section 5234(a)(1) or (2) of the Law are satisfied, as appropriate, at or prior to execution of the written consent(s); (ii) the establishment of those facts or satisfaction of those provisions, as applicable, is included in the written

consent or consents executed by the non-interested or non-common directors or in other records of the corporation; and (iii) the non-interested or non-common directors, as applicable, approve the action by a vote that is sufficient without counting the votes of the interested directors or common directors.

(c) Directors may consent, vote or otherwise take action under this Section 3.15 by a signed document transmitted by mail, messenger, courier, facsimile, or any other reasonable method satisfactory to the Chair of the Board or the President.

Section 3.16. RIGHTS OF INSPECTION. Every director and California Community Foundation shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation.

Section 3.17. STANDING OR SPECIAL COMMITTEES. In the event that the Board determines that the management of the corporation would be benefited by the establishment of one (1) or more standing or special committees, the Board may, from time to time, establish one (1) or more such committees to serve at the pleasure of the Board.

The establishment of a standing or special committee shall be effected by a resolution of the Board adopted by a majority of the directors then in office which specifically sets forth the powers and duties delegated to such committee. Each such committee shall consist of two (2) or more directors and shall be presided over by a director selected by the Board. Appointments to such committees shall also be by a majority vote of the directors then in office.

The term “standing committee” or “special committee” shall mean any committee appointed by the Board which is authorized by specific delegation, without further Board action, to make and implement decisions on behalf of the Board, or to implement, with some degree of discretion, decisions of the Board pursuant to guidelines established by the Board. Notice of, and procedures for, meetings of standing or special committees shall be as prescribed by the chair of each such standing or special committee, and meetings of standing or special committees may be called by the Board or the chair of the standing or special committee.

Section 3.18. LIMITATIONS UPON COMMITTEES OF THE BOARD.

No committee of the Board, including any executive committee, shall have any of the authority of the Board with respect to:

- (a) The filling of vacancies on the Board or on any committee which has the authority of the Board;
- (b) The amendment or repeal of the Articles or Bylaws or the adoption of new Articles or Bylaws;
- (c) The fixing of compensation of the directors for serving on the Board or on any committee which has the authority of the Board;
- (d) The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable;
- (e) The appointment of committees of the Board or the members thereof if such committee will have the authority of the Board;

(f) The expenditure of corporate funds to support a nominee for director after there are more people nominated for director than can be elected;

(g) The approval of any self-dealing transaction, except that when it is not reasonably practicable to obtain approval of the Board prior to entering into such a transaction, a committee authorized by the Board may approve the transaction in a manner consistent with the standards set forth in Section 5233(d) of the Law subject to ratification by a majority of the directors then in office (without counting the vote of any “interested director” as defined in Section 5233 of the Law) at the next meeting of the Board; or

(h) The approval of any other action for which the Law or these Bylaws requires approval of the Board or of a majority of the Board.

Section 3.19. ADVISORY COMMISSIONS. The Chair of the Board, the Board, the executive committee or the President may from time to time appoint such advisory commissions as deemed appropriate, consisting of directors or persons who are not directors, but such advisory commissions shall not be deemed committees of the Board and shall not exercise any powers of the Board. Notice of, and procedures for, meetings of advisory commissions shall be as prescribed by the chair of each such advisory commission, and meetings of advisory commissions may be called by the Chair of the Board, the Board, the executive committee, the President or the chair of each such advisory commission.

Section 3.20. FEES AND COMPENSATION.

(a) Directors and members of committees or commissions may receive such compensation, if any, for their services, and such reimbursement for expenses, as may be fixed or determined by the Board, to the extent permitted by Section 4958 of the Internal Revenue Code of 1986, as amended (the "Code").

(b) Notwithstanding the foregoing, this corporation shall not make any loan of money or property to, or guarantee the obligation of, any director or officer, unless approved by the Attorney General; *provided, however*, that the corporation may advance money to a director or an officer of the corporation for expenses reasonably anticipated to be incurred in the performance of the duties of such officer or director, provided, that in the absence of any such advance, such director or officer would be entitled to be reimbursed for such expenses by the corporation. Subject to the provisions of Section 3.04 of these Bylaws, nothing contained in these Bylaws shall be construed to preclude any director from serving the corporation in any other capacity as an officer, agent, employee or otherwise, and receiving compensation therefor.

(c) The provisions of Subparagraph (b) of this Section 3.20 do not apply to the payment of premiums in whole or in part by a corporation on a life insurance policy on the life of a director or an officer so long as repayment to the corporation of the amount paid by it is secured by the proceeds of the policy and its cash surrender value.

ARTICLE IV

OFFICERS

Section 4.01. OFFICERS. The officers of the corporation shall be a President, a Secretary and a Treasurer. The corporation may also have, at the discretion of the Board, a Chair of the Board, one (1) or more Vice Presidents, one (1) or more Assistant Secretaries, one (1) or more Assistant Treasurers, and such other officers with such titles and duties as shall be stated in these Bylaws or determined by the Board and as may be necessary to enable it to sign instruments and as may be elected or appointed in accordance with the provisions of Section 4.03 of these Bylaws. Any number of offices may be held by the same person except that neither the Secretary nor the Treasurer may serve concurrently as the President or Chair of the Board.

Section 4.02. ELECTION. The officers of the corporation, except such officers as may be elected or appointed in accordance with the provisions of Section 4.03 or Section 4.05 of these Bylaws, shall be chosen annually by the Board and shall serve at the pleasure of the Board, subject to the rights, if any, of an officer under any contract of employment. Such officers shall hold their respective offices until their resignation, removal, or other disqualification from service, or until their respective successors shall be elected and qualified.

Section 4.03. SUBORDINATE OFFICERS. The Board may elect, and may empower the President to appoint, such other officers as the business of the corporation may require, each of whom shall hold office for such period, have such authority and perform such duties as are provided in these Bylaws or as the Board may from time to time determine.

Section 4.04. REMOVAL AND RESIGNATION. Any officer may be removed, either with or without cause, by the Board at any time or, except in the case of

an officer chosen by the Board, by any officer upon whom such power of removal may be conferred by the Board. Any such removal shall be without prejudice to the rights, if any, of the officer under any contract of employment of the officer.

Any officer may resign at any time by giving written notice to the corporation, but without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 4.05. VACANCIES. A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in these Bylaws for regular election or appointment to such office, provided that such vacancies shall be filled as they occur and not on an annual basis.

Section 4.06. CHAIR OF THE BOARD. The Chair of the Board, if there is any such officer, shall, if present, preside at all meetings of the Board and exercise and perform such other powers and duties as may be from time to time assigned by the Board.

Section 4.07. PRESIDENT. Subject to such powers, if any, as may be given by the Board to the Chair of the Board, the President is the general manager and chief executive officer of the corporation and has, subject to the control of the Board, general supervision, direction and control of the business and affairs of the corporation. In the absence of the Chair of the Board, or if there be none, the President shall preside at all meetings of the Board. The President has the general powers and duties of

management usually vested in the office of president and general manager of a corporation and such other powers and duties as may be prescribed by the Board.

Section 4.08. VICE PRESIDENTS. In the absence or disability of the President, the Vice Presidents, if any are appointed, in order of their rank as fixed by the Board or, if not ranked, the Vice President designated by the Board, shall perform all the duties of the President and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice Presidents shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the Board.

Section 4.09. SECRETARY. The Secretary shall keep or cause to be kept, at the principal office of the corporation or such other place as the Board may order, a book of minutes of all meetings of the Board and its committees, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at Board and committee meetings, and the proceedings thereof. The Secretary shall keep, or cause to be kept, at the principal office in the State of California the original or a copy of the corporation's Articles and these Bylaws, as amended to date.

The Secretary shall give, or cause to be given, notice of all meetings of the Board and its committees required by law or by these Bylaws to be given, shall keep the seal (if any) of the corporation in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board.

Section 4.10. TREASURER. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and

business transactions of the corporation. The books of account shall at all times be open to inspection by any director.

The Treasurer shall deposit, or cause to be deposited, all moneys and other valuables in the name and to the credit of the corporation with such depositaries as may be designated by the Board. The Treasurer shall disburse the funds of the corporation as may be ordered by the Board, shall render to the President and the directors, whenever they request it, an account of all transactions as Treasurer and of the financial condition of the corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board. The Treasurer shall serve as the “chief financial officer” of the corporation for purposes of the Law.

ARTICLE V

OTHER PROVISIONS

Section 5.01. ENDORSEMENT OF DOCUMENTS; CONTRACTS.

(a) Authority for the endorsement of checks, contracts or other legal documents on behalf of the corporation shall be established by the Board. Except within specific authority levels established by the Board, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or amount.

(b) However, the Law provides that any checks, contracts or other legal documents, when signed by (i) any one (1) of the Chair of the Board, the Vice Chair or the President and by (ii) any one (1) of the Secretary, any

Assistant Secretary, the Treasurer or any Assistant Treasurer of the corporation, will be deemed valid and binding on the corporation and, thus, enforceable against the corporation, in the absence of actual knowledge on the part of the other party that the signing officers had no authority to execute the same.

Section 5.02. REPRESENTATION OF SHARES OF OTHER CORPORATIONS. The President, or any other officer or officers authorized by the Board or the President, are each authorized to vote, represent and exercise on behalf of the corporation all rights incident to any and all shares of any other corporation or corporations standing in the name of the corporation. The authority herein granted may be exercised either by such officer in person or by any other person authorized to do so by proxy or power of attorney duly executed by said officer.

Section 5.03. CONSTRUCTION AND DEFINITIONS. Unless the context otherwise requires, the general provisions, rules of construction and definitions contained in the General Provisions of the Law and in the Law shall govern the construction of these Bylaws.

Section 5.04. AMENDMENTS. These Bylaws may be amended or repealed by the approval of the Board; *provided, however*, that Section 3.03 of these Bylaws may not be amended to change the right of California Community Foundation to designate directors without its written consent. The president of California Community Foundation shall act on California Community Foundation's behalf in this regard.

Section 5.05. MAINTENANCE OF CERTAIN RECORDS.

(a) The corporation shall keep at its principal office in the State of California the original or a copy of the Articles and these Bylaws as amended to date.

(b) The accounting books, records, minutes of proceedings of the Board and the executive committee, if any, of the Board shall be kept at such place or places designated by the Board, or, in the absence of such designation, at the principal business office of the corporation. The minutes shall be kept in written or typed form, and the accounting books and records shall be kept either in written or typed form, or in any other form capable of being converted into written, typed or printed form.

(c) The original or a copy of these Bylaws or of the minutes of any incorporators', members', directors' committee or other meeting or of any resolution adopted by the Board or a committee thereof, certified to be a true copy by a person purporting to be the Secretary or an Assistant Secretary of the corporation, is prima facie evidence of the adoption of such bylaws or resolution or of the due holding of such meeting and of the matters stated therein.

Section 5.06. ANNUAL REPORT. The Board shall cause an annual report to be furnished to the directors not later than one hundred and twenty (120) days after the close of the corporation's fiscal year. The annual report shall be accompanied by any report thereon of independent accountants or, if there is no such accountant's report, the certificate of an authorized officer of the corporation that such statements were

prepared without audit from the books and records of the corporation. The annual report shall contain in appropriate detail the following:

- (a) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year;
- (b) The principal changes in assets and liabilities, including trust funds, during the fiscal year;
- (c) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year;
- (d) The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year; and
- (e) Any information required by Section 5.07 of these Bylaws.

Section 5.07. ANNUAL STATEMENT OF CERTAIN
TRANSACTIONS AND INDEMNIFICATIONS.

- (a) The corporation shall furnish annually to its directors a statement of any covered transaction or indemnifications described below, if such covered transaction or indemnification took place. Such annual statement shall be affixed to and sent with the annual report described in Section 5.06 of these Bylaws. A covered transaction under this Section 5.07 is a transaction in which the corporation was a party, and in which either of the following interested persons had a direct or indirect material financial interest (excluding a mere common directorship):

(i) Any director or officer of the corporation, or its parent or subsidiary, or

(ii) Any holder of more than ten percent (10%) of the voting power of the corporation, its parent or its subsidiary.

(b) The statement required by this Section 5.07 shall describe briefly:

(i) Any covered transaction (including compensation of officers and directors) during the previous fiscal year involving more than \$50,000, or which was one of a number of covered transactions in which the same interested persons had a direct or indirect material financial interest and which transactions in the aggregate involve more than \$50,000.

(ii) The names of the interested persons involved in such transactions, stating such person's relationship to the corporation, the nature of such person's interest in the transaction, and, where practicable, the amount of such interest; *provided that* in the case of a transaction with a partnership of which such person is a partner, only the interest of the partnership need be stated.

(iii) The amount and circumstances of any indemnifications or advances aggregating more than \$10,000 paid during the fiscal year to any officer or director of the corporation.

Section 5.08. ANNUAL REPORT TO CALIFORNIA COMMUNITY FOUNDATION. The corporation shall furnish annually to California Community Foundation a report which shall contain the following:

- (a) the annual report described in Section 5.06 of these Bylaws or another report on the corporation's financial position in a form acceptable to California Community Foundation;
- (b) the corporation's current directors and officers;
- (c) the corporation's accomplishments and activities for the prior year; and
- (d) any other information required by California Community Foundation.

Section 5.09. INDEMNIFICATION. The corporation shall, to the maximum extent permitted by the Law and Section 4958 of the Code, indemnify each of its directors and officers against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact that any such person is or was a director or an officer of the corporation and shall advance to such director or officer expenses incurred in defending any such proceeding to the maximum extent permitted by the Law and Section 4958 of the Code. For purposes of this Section 5.09, a "director" or an "officer" of the corporation includes any person who is or was a director or an officer of the corporation, or is or was serving at the request of the corporation as a director or an officer of another corporation, or other enterprise, or was a director or an officer of a corporation which was a predecessor corporation of the corporation or of another enterprise at the request of such predecessor

corporation. The Board may in its discretion provide by resolution for such indemnification of, or advance of expenses to, other agents of the corporation, and likewise may refuse to provide for such indemnification or advance of expenses except to the extent such indemnification is mandatory under the Law.

[certification follows]

CERTIFICATION

I hereby certify that I am the secretary of CCF Community Initiatives Fund and that the foregoing bylaws are the bylaws as adopted by the Board of Directors of CCF Community Initiatives Fund on _____, 2012, and that these bylaws have not been amended or modified since that date.

Dated: _____, 2012

_____, Secretary

Amended and Restated Bylaws of
CCF Community Initiatives Fund
A California Nonprofit Public Benefit Corporation
Without Members

Amended as of _____, 2012

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for the Amended and Restated Bylaws of

CCF Community Initiatives Fund

A California Nonprofit Public Benefit Corporation

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of
CALIFORNIA COMMUNITY FOUNDATION
a California nonprofit public benefit corporation without members

ARTICLE I

OFFICES

Section 1.01. **PRINCIPAL OFFICE.** The corporation's principal office shall be fixed and located at such place as the Board of Directors (the "Board") shall determine. The Board is granted full power and authority to change said principal office from one location to another.

Section 1.02. **OTHER OFFICES.** Branch or subordinate offices may be established at any time by the Board at any place or places.

ARTICLE II

MEMBERSHIP

Section 2.01. **MEMBERS.** The corporation shall have no members. Any action which would otherwise require approval by a majority of all members or approval by the members shall require only approval of the Board.

Section 2.02. **ASSOCIATES.** Nothing in this Article II shall be construed as limiting the right of the corporation to refer to persons associated with it as "members" even though such persons are not members, and no such reference shall constitute anyone a member within the meaning of Section 5056 of the California Nonprofit Corporation Law (the "Law"). The corporation may confer by amendment of its Articles of Incorporation (the "Articles") or of these Bylaws some or all of the rights of a member, as set forth in the Law, upon any person or

persons who do not have the right to vote for the election of Directors or on a disposition of substantially all of the assets of the corporation or on a merger or on a dissolution or on changes to the corporation's Articles or Bylaws, but no such person shall be a member within the meaning of said Section 5056.

ARTICLE III

DIRECTORS

Section 3.01. POWERS. Subject to any limitations in the Articles or these Bylaws and to compliance with any applicable laws, the activities and affairs of the corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board. The Board may delegate the management of the activities of the corporation to any person or persons, a management company or committees, however composed, provided that the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Board shall have the following powers in addition to the other powers enumerated in these Bylaws:

(a) To select and remove all officers, agents and employees of the corporation, prescribe powers and duties for them as may not be inconsistent with law, the Articles or these Bylaws, fix their compensation and require from them such security, if any, for faithful service as the Board may deem appropriate;

(b) To conduct, manage and control the affairs and activities of the corporation, and to make such rules and regulations therefor not inconsistent with law, the Articles or these Bylaws, as they may deem appropriate;

(c) To adopt, make and use a corporate seal and to alter the form of such seal from time to time as they may deem appropriate, but failure to affix a seal does not affect the validity of any instrument; and

(d) To assume obligations, enter into contracts, including contracts of guarantee or suretyship, incur liabilities, borrow or lend money or otherwise use its credit, and secure any of its obligations, contracts, or liabilities by mortgage, pledge or other encumbrance of all or any part of its property and income.

Section 3.02. NUMBER OF DIRECTORS. The authorized number of Directors shall be neither less than ten (10) nor more than twenty-five (25) until changed by amendment of the Articles or these Bylaws. The exact number of Directors shall be fixed, within the limits specified, by a resolution duly adopted by the Board.

Section 3.03. SELECTION AND TERM OF OFFICE.

(a) Except for such Directors serving pursuant to Section 3.03(b) herein, the terms of office for each group of Directors shall be three (3) years and shall be staggered. The Directors in each group shall hold office until the annual meeting at which their terms expire. At each annual meeting of the Board, a number of Directors shall be elected by the entire Board equal to the number of Directors whose terms shall have expired at the time of such meeting, subject to any increase or decrease in the actual number of Directors pursuant to Section 3.02.

No person shall be elected pursuant to this Section 3.03(a) to serve more than three consecutive terms; provided, however, that (i) a person whose initial term of service as Director was less than three years may serve, at the discretion of the Board of Directors, one additional term of one or two years as long as such additional term would

not result in more than nine (9) years of consecutive service on the Board or twelve (12) consecutive years in the case of a person elected as the Chair of the Board; and (ii) a person serving as the President of the corporation, if such person is elected to serve as a Director of the corporation, shall be eligible to serve without term limitations.

In determining the number of years of consecutive service of any person as a member of the Board, any full calendar years of service shall be included; however, no partial calendar years of service shall be included. Upon completion of the maximum term of service, as described above in this Section 3.03(a), no person may serve again for a three (3) year period of time.

(b) Persons serving as Chair Elect, Chair and Chair Emeritus shall serve as Director for so long as they hold those positions. A person shall be eligible to be elected as Chair of the Board pursuant to Section 4.06 as long as such election would not result in more than twelve (12) years of consecutive service on the Board, including a one (1) year term as Chair Elect and a one (1) year term as Chair Emeritus.

Section 3.04. INTERESTED PERSONS. Not more than forty-nine percent (49%) of the persons serving on the Board at any time may be interested persons. For purposes of this Section 3.04, an interested person is:

(a) Any person being compensated by the corporation for services rendered to it within the previous twelve months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Director as a Director; or

(b) Any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

Any violation of the provisions of this Section 3.04 shall not affect the validity or enforceability of any transaction entered into by the corporation.

Section 3.05. VACANCIES.

(a) Subject to the provisions of Section 5226 of the Law, any Director may resign effective upon giving written notice to the Chair of the Board, the President, the Secretary or the Board, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be selected before such time, to take office when the resignation becomes effective.

(b) Vacancies on the Board shall be filled in the same manner as the Director whose office is vacant was selected, provided that any vacancy to be filled by election by Directors may be filled by a majority of the remaining Directors, although less than a quorum, or by a sole remaining Director at any regular or special meeting of the Board. Each Director so selected shall hold office until the expiration of the term of the replaced Director and until a successor has been selected and qualified.

(c) A vacancy on the Board shall be deemed to exist in case of the death, resignation or removal of any Director or an increase in the authorized number of Directors.

(d) The Board may declare vacant the office of a Director who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final court or judgment of any court to have breached any duty arising under

Sections 5230 through 5239 of the Law. Subject to Section 5222(f) of the Law, the Board may also remove any Director without cause if the removal is approved by a majority of the Directors then in office.

(e) No reduction of the authorized number of Directors shall have the effect of removing any Director prior to the expiration of the Director's term of office.

(f) The Board shall remove and declare vacant the office of a Director who fails to attend, without excuse acceptable to the Board, three (3) consecutive meetings of the Board.

Section 3.06. PLACE OF MEETING. Meetings of the Board shall be held at any place within or without the State of California which has been designated from time to time by the Board. In the absence of such designation, regular meetings shall be held at the principal office of the corporation.

Section 3.07. ANNUAL MEETINGS. The Board shall hold an annual meeting for the purposes of organization, selection of Directors and officers and the transaction of other business. Annual meetings of the Board shall be held on such dates and at such times as may be fixed by the Board.

Section 3.08. REGULAR MEETINGS. Regular meetings of the Board may be held without call or notice on such dates and at such times as may be fixed by the Board.

Section 3.09. SPECIAL MEETINGS. Special meetings of the Board for any purpose or purposes may be called at any time by the Chair of the Board, the Chair Elect (in those years when the position is filled), the President, the Secretary or any two Directors.

Section 3.10. NOTICE. A notice need not specify the purpose of any regular or special meeting of the Board.

Annual and special meetings of the Board shall be held upon four (4) days' notice by first-class mail or forty-eight (48) hours' notice delivered personally or by telephone, including a voice messaging system or other system or technology designed to record and communicate messages, telegraph, facsimile, electronic mail, or other electronic means.

Any such notice shall be addressed or delivered to each Director at such Director's address as it is shown upon the records of the corporation or as may have been given to the corporation by the Director for purposes of notice or, if such address is not shown on such records or is not readily ascertainable, at the place where the meetings of the Directors are regularly held.

Notice by mail shall be deemed to have been given at the time a written notice is deposited in the United States mails, postage prepaid. Any other written notice shall be deemed to have been given at the time it is personally delivered to the recipient or is delivered to a common carrier for transmission, or actually transmitted by the person giving the notice by electronic means, to the recipient. Oral notice shall be deemed to have been given at the time it is communicated, in person or by telephone or wireless, to the recipient, or the recipient's voice messaging system or other system or technology designed to record and communicate messages, or to a person at the office of the recipient who the person giving the notice has reason to believe will promptly communicate it to the receiver.

Section 3.11. QUORUM. One-third (1/3) of the fixed number of Directors determined by the Board pursuant to Section 3.02 constitutes a quorum of the Board for the transaction of business, except to adjourn as provided in Section 3.14. Every act or decision

done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board, unless a greater number be required by law, the Articles or these Bylaws. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for such meeting, or a greater number required by law, the Articles or these Bylaws.

Section 3.12. PARTICIPATION IN MEETINGS BY CONFERENCE TELEPHONE, ELECTRONIC VIDEO SCREEN COMMUNICATION, OR OTHER COMMUNICATIONS EQUIPMENT. Members of the Board may participate in a meeting, or a committee meeting, through use of conference telephone, electronic video screen communication, or other communications equipment. Participation in a meeting through use of conference telephone pursuant to this subdivision constitutes presence in person at that meeting as long as all members participating in the meeting are able to hear one another. Participation in a meeting through use of electronic video screen communication or other communications equipment (other than conference telephone) pursuant to this subdivision constitutes presence in person at that meeting if all of the following apply:

- (a) Each member participating in the meeting can communicate with all of the other members concurrently.
- (b) Each member is provided the means of participating in all matters before the Board, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation.

(c) The corporation adopts and implements some means of verifying both of the following:

- (i) A person participating in the meeting is a Director or other person entitled to participate in the Board meeting.
- (ii) All actions of, or votes by, the Board are taken or cast only by the Director and not by persons who are not Directors.

Section 3.13. WAIVER OF NOTICE. Notice of a meeting need not be given to any Director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such Director. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 3.14. ADJOURNMENT. A majority of the Directors present, whether or not a quorum is present, may adjourn any Directors' meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent Directors if the time and place be fixed at the meeting adjourned, except as provided in the next sentence. If the meeting is adjourned for more than twenty-four (24) hours, reasonable notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

Section 3.15. ACTION WITHOUT MEETING. Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to such action. Such consent or consents shall have the same effect as a unanimous vote of the Board and shall be filed with the minutes of the

proceedings of the Board. For the purposes of this Section 3.15 only, “all members of the Board” shall not include any “interested director” as defined in Section 5233 of the Law.

Section 3.16. RIGHTS OF INSPECTION. Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation.

Section 3.17. STANDING OR SPECIAL COMMITTEES.

(a) In the event that the Board determines that the management of the corporation would be benefited by the establishment of one or more standing or special committees, the Board may from time to time establish one or more such committees.

(b) The establishment of a standing or special committee shall be effected by a resolution of the Board approved by the vote of the majority of the Directors then in office, which specifically sets forth the powers and duties delegated to such committee. Each such committee shall consist of two or more Directors and shall be presided over by a Director selected by the Board. An individual who is not a Director may serve as a nonvoting advisor to such committee. Appointments of Directors and advisors to such committees shall be by a majority vote of the Directors then in office.

(c) The term “standing committee” or “special committee” shall mean any committee appointed by the Board which is authorized by specific delegation, without further Board action, to make and implement decisions on behalf of the Board, or to implement, with some degree of discretion, decisions of the Board pursuant to guidelines established by the Board. Notice of, and procedures for, meetings of standing or special committees shall be as prescribed by the chair of each such standing or special committee, and meetings of standing or special committees may be called by the Board or

the chair of the standing or special committee. In the absence of established standards for notice of, and procedures for, meetings of standing or special committees, the provisions of these Bylaws applicable to the notice of, and procedures for, meetings of the Board shall apply to each meeting of a standing or special committee; provided, however, a quorum for a meeting of a standing or special committee shall be a majority of the Directors then on the committee.

Section 3.18. LIMITATIONS UPON COMMITTEES OF THE BOARD. No committee of the Board, including the executive committee, shall have any of the authority of the Board with respect to:

- (a) The filling of vacancies on the Board or on any committee which has the authority of the Board;
- (b) The fixing of compensation of the Directors for serving on the Board or on any committee which has the authority of the Board;
- (c) The amendment or repeal of Bylaws or the adoption of new Bylaws;
- (d) The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable;
- (e) The appointment of other committees of the Board or the members thereof if such committee will have the authority of the Board;
- (f) The expenditure of corporate funds to support a nominee for Director after there are more people nominated for Director than can be elected; and
- (g) The approval of any self-dealing transaction, except that when it is not reasonably practicable to obtain approval of the Board prior to entering into such a

transaction, a committee authorized by the Board may approve the transaction in a manner consistent with the standards set forth in Section 5233(d) of the Law subject to ratification by a majority of the Directors then in office (without counting the vote of any “interested director” as defined in Section 5233 of the Law) at the next meeting of the Board.

Section 3.19. ADVISORY COMMISSIONS. The Chair of the Board, the Board, the executive committee or the President may from time to time appoint such advisory commissions as deemed appropriate, consisting of Directors or persons who are not Directors, but such advisory commissions shall not be deemed committees of the Board and shall not exercise any powers of the Board. Notice of, and procedures for, meetings of advisory commissions shall be as prescribed by the chair of each such advisory commission, and meetings of advisory commissions may be called by the Chair of the Board, the Board, the executive committee, the President or the chair of the advisory commission.

Section 3.20. FEES AND COMPENSATION.

(a) Directors and members of committees or commissions shall serve without compensation, but all necessary expenses incurred by them in the performance of their duties shall be reimbursed by the corporation.

(b) Notwithstanding the foregoing, this corporation shall not make any loan of money or property to, or guarantee the obligation of, any Director or officer, unless approved by the Attorney General; provided, however, that the corporation may advance money to a Director or officer of the corporation for expenses reasonably anticipated to be incurred in the performance of the duties of such Director or officer, provided that in the absence of any such advance, such Director or officer would be

entitled to be reimbursed for such expenses by the corporation. Subject to the provisions of Section 3.04, nothing contained in these Bylaws shall be construed to preclude any Director from serving the corporation in any other capacity as an officer, agent, employee or otherwise, and receiving compensation therefor.

(c) The provisions of Subparagraph (b) of this Section 3.20 do not apply to the payment of premiums in whole or in part by a corporation on a life insurance policy on the life of a Director or officer so long as repayment to the corporation of the amount paid by it is secured by the proceeds of the policy and its cash surrender value.

(d) The provisions of Subparagraph (b) of this Section 3.20 do not apply to a loan of money to, or for the benefit of, an officer in circumstances where the loan is necessary, in the judgment of the Board, to provide financing for the purchase of the principal residence of the officer in order to secure the services or continued services of the officer and the loan is secured by real property located in the state.

ARTICLE IV

OFFICERS

Section 4.01. OFFICERS. The officers of the corporation shall be a Chair, a Chair Elect (in those years when the position is filled), a President, a Secretary and a Treasurer. The corporation may also have, at the discretion of the Board, one or more Assistant Secretaries, one or more Assistant Treasurers, and such other officers as may be elected or appointed in accordance with the provisions of Section 4.03. Any number of offices may be held by the same person except that neither the Secretary nor the Treasurer may serve concurrently as the President or Chair of the Board.

Section 4.02. ELECTION. The officers of the corporation, except for the Chair, Chair Elect and such officers as may be elected or appointed in accordance with the provisions of Section 4.03 or Section 4.05, shall be chosen annually by, and shall serve at the pleasure of, the Board, subject to the rights, if any, of an officer under any contract of employment. Such officers shall hold their respective offices until their resignation, removal, or other disqualification from service, or until their respective successors shall be elected.

Section 4.03. SUBORDINATE OFFICERS. The Board may elect, and may empower the President to appoint, such other officers as the business of the corporation may require, each of whom shall hold office for such period, have such authority and perform such duties as the President may from time to time determine.

Section 4.04. REMOVAL AND RESIGNATION.

(a) Any officer may be removed, either with or without cause, by the Board at any time or, except in the case of an officer chosen by the Board, by any officer upon whom such power of removal may be conferred by the Board. Any such removal shall be without prejudice to the rights, if any, of the officer under any contract of employment of the officer.

(b) Any officer may resign at any time by giving written notice to the corporation, but without prejudice to the rights, if any, of the officer under any contract to which the officer is a party. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 4.05. VACANCIES. A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed

in these Bylaws for regular election or appointment to such office, provided that such vacancies shall be filled as they occur and not on an annual basis.

Section 4.06. CHAIR OF THE BOARD. The Chair of the Board shall, if present, preside at all meetings of the Board and of the executive committee. The Chair of the Board shall, in consultation with the President, recommend to the Board the composition of Board committees and their leadership. The Chair of the Board shall at least annually evaluate in writing in reasonable detail the performance of the President and, in consultation with the executive committee, send such evaluation to the full Board, which shall determine his or her compensation. The Chair of the Board shall serve with the President as one of the two chief spokespersons for the corporation and ensure that its mission, objectives and goals, and its needs, are effectively presented to the public. The Chair of the Board shall exercise and perform such other powers and duties as from time to time may be assigned by the Board.

The Chair of the Board shall be selected from the Board of Directors to serve a term of two (2) years, which term may be extended to three (3) years in extraordinary circumstances, as determined by a resolution of the Board of Directors prior to the expiration of the second year of the Chair's term. Unless otherwise determined by the Board of Directors, the Chair's term of office shall be preceded by a one (1) year term as Chair Elect. Upon expiration of his or her term of office, the Chair shall serve as Chair Emeritus and remain a Director for all purposes for a term of one (1) year.

Section 4.07. CHAIR ELECT. In the absence or disability of the Chair of the Board, the Chair Elect (in those years when the position is filled) shall perform all the duties of the Chair and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the Chair. The Chair Elect shall have such other powers and perform such other duties as

from time to time may be prescribed by the Board. The Chair Elect shall be elected by the Board in the second year of the Chair's term and shall serve until assuming his or her position as Chair of the Board.

Section 4.08. PRESIDENT. Subject to such powers as may be given by the Board to the Chair of the Board, the President shall serve as the Chief Executive Officer of the corporation and head of its management team, reporting to the Chair and Board and accepting responsibility for carrying out the policies adopted or approved by the Board. The President shall, in consultation with the Chair of the Board, formulate and recommend programs to the Board of Directors that will carry out the corporation's mission, objectives and goals and that will keep its functions faithful to the corporate charter. The President shall keep the Chair of the Board and the Board fully and currently informed of the financial and operating condition of the corporation, all important internal and external factors influencing it, and all significant plans and initiatives under consideration by the management team. The President shall assist the Chair of the Board to make the procedures and committee structure of the Board function effectively. The President shall, in consultation with the Chair of the Board, review and approve provisional agendas as developed by the Secretary for meetings of the Board and its committees so that they may fulfill their responsibilities effectively and resolve policy issues in a timely manner. The President shall ensure the development of staff compensation and benefit plans, as well as training and development programs for staff and volunteers, which provide the human resources necessary for achievement of the corporation's mission, objectives and goals. The President, along with the Chair and in consultation with him or her, shall serve as one of the two chief spokesmen for the corporation and ensure that its mission, objectives and goals, and its needs, are

effectively presented to the public. The President shall also have such other powers and duties as may be prescribed by the Board.

Section 4.09. SECRETARY. The Secretary shall be selected from the Board of Directors. The Secretary shall keep or cause to be kept, at the principal office or such other place as the Board may order, a book of minutes of all meetings of the Board and its committees, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at Board and committee meetings, and the proceedings thereof. The Secretary shall keep, or cause to be kept, at the principal office in the State of California the original or a copy of the corporation's Articles and Bylaws, as amended to date. The Secretary shall give, or cause to be given, notice of all meetings of the Board and any committees thereof required by law or by these Bylaws to be given, shall keep the seal of the corporation in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board.

Section 4.10. TREASURER. The Treasurer shall be selected from the Board of Directors. The volunteer Treasurer of the corporation shall not be responsible for maintaining the day-to-day books of account of the corporation. This responsibility shall be delegated to a member of the staff. The Treasurer shall have such other powers and perform such other duties as may be prescribed by the Board.

ARTICLE V

OTHER PROVISIONS

Section 5.01. ENDORSEMENT OF DOCUMENTS; CONTRACTS. Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance or other instrument in writing, and any assignment or endorsement thereof, executed

or entered into between the corporation and any other person, when signed by any one of the Chair of the Board, the President or any Vice President and by any one of the Secretary, any Assistant Secretary, the Treasurer or any Assistant Treasurer of the corporation, is not invalidated as to the corporation by any lack of authority of the signing officers in the absence of actual knowledge on the part of the other person that the signing officers had no authority to execute the same. Any such instruments may be signed by any other person or persons and in such manner as from time to time shall be determined by the Board, and, unless so authorized by the Board, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or amount.

Section 5.02. REPRESENTATION OF SHARES OF OTHER CORPORATIONS. The President, or any other officer or officers authorized by the Board or the President, are each authorized to vote, represent and exercise on behalf of the corporation all rights incident to any and all shares of any other corporation or corporations standing in the name of the corporation. The authority herein granted may be exercised either by such officer in person or by any other person authorized to do so by proxy or power of attorney duly executed by said officer.

Section 5.03. CONSTRUCTION AND DEFINITIONS. Unless the context otherwise requires, the general provisions, rules of construction and definitions contained in the General Provisions of the California Nonprofit Corporation Law and in the California Nonprofit Public Benefit Corporation Law shall govern the construction of these Bylaws.

Section 5.04. AMENDMENTS. These Bylaws may be amended or repealed by the approval of the Board.

Section 5.05. MAINTENANCE OF CERTAIN RECORDS.

The accounting books, records, minutes of proceedings of the Board and the executive committee, if any, of the Board shall be kept at such place or places designated by the Board, or, in the absence of such designation, at the principal business office of the corporation. The minutes shall be kept in written or typed form, and the accounting books and records shall be kept either in written or typed form, or in any other form capable of being converted into written, typed or printed form.

Section 5.06. ANNUAL REPORT. The Board shall cause an annual report to be furnished to the Directors not later than one hundred twenty (120) days after the close of the corporation's fiscal year. The annual report shall be accompanied by a report thereon of independent accountants. The annual report shall contain in appropriate detail the following:

- (a) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year;
- (b) The principal changes in assets and liabilities, including trust funds, during the fiscal year;
- (c) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year;
- (d) The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year; and
- (e) Any information required by Section 5.07 of these Bylaws.

Section 5.07. ANNUAL STATEMENT OF CERTAIN TRANSACTIONS AND INDEMNIFICATIONS.

(a) The corporation shall furnish annually to its Directors a statement of any covered transaction or indemnifications described below, if such covered transaction or indemnification took place. Such annual statement shall be affixed to and sent with the annual report described in Section 5.06 of these Bylaws. A covered transaction under this Section 5.07 is a transaction in which the corporation was a party, and in which either of the following interested persons had a direct or indirect material financial interest (excluding a mere common directorship):

- i. Any Director or officer of the corporation, or its parent or subsidiary; or
- ii. Any holder of more than ten percent (10%) of the voting power of the corporation, its parent or its subsidiary.

(b) The statement required by this Section 5.07 shall describe briefly:

- i. Any covered transaction (including compensation of officers and Directors) during the previous fiscal year involving more than \$50,000, or which was one of a number of covered transactions in which the same interested persons had a direct or indirect material financial interest and which transactions in the aggregate involve more than \$50,000;
- ii. The names of the interested persons involved in such transactions, stating such person's relationship to the corporation, the nature of such person's interest in the transaction, and, where practicable, the amount of such interest; provided that in the case of a transaction with a partnership of which

such person is a partner, only the interest of the partnership need be stated; and

iii. The amount and circumstances of any indemnifications or advances aggregating more than \$10,000 paid during the fiscal year to any officer or Director of the corporation.

Section 5.08. INDEMNIFICATION. The corporation shall, to the maximum extent permitted by the Law, indemnify each of its Directors and officers against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact any such person is or was a Director or officer of the corporation and shall advance to such Director or officer expenses incurred in defending any such proceeding to the maximum extent permitted by the Law. For purposes of this Section 5.08, a “Director” or “officer” of the corporation includes any person who is or was a Director or officer of the corporation, or is or was serving at the request of the corporation as a director or officer of another corporation, or an advisory commission established by the Board, or other enterprise, or was a director or officer of a corporation which was a predecessor corporation of the corporation or of another enterprise at the request of such predecessor corporation. The Board may in its discretion provide by resolution for such indemnification of, or advance of expenses to, other agents of the corporation, and likewise may refuse to provide for such indemnification or advance of expenses except to the extent such indemnification is mandatory under the Law.

Internal Revenue Service

District
Director

Department of the Treasury
EP/EO Division - CSUP
2 Cupania Circle
Monterey Park, Ca.91755-7406

Person to Contact: Lee Gann

Telephone Number: (213) 725-1235

Refer Reply to: EOMF Coordinator

Internal Revenue Code Section: 501(c)(03)

EIN: 95-3510055

Date: January 24, 1995

CALIFORNIA COMMUNITY FOUNDATION
606 S. Olive St., Ste.2400
Los Angeles, Ca.90014-1526

• Dear Sir or Madam:

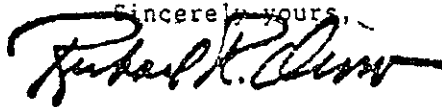
Thank you for submitting the information shown below or on the enclosure.
We have made it a part of your file.

The changes indicated do not adversely affect your exempt status and the
exemption letter issued to you continues in effect.

Please let us know about any future change in the character, purpose,
method of operation, name or address of your organization. This is a
requirement for retaining your exempt status.

Thank you for your cooperation.

Sincerely yours,



District Director

Item Changed

N a m e

From

CCF, Inc.

To

See above

cc.: Teri L. Witteman
of LATHAM & WATKINS

Letter 976(DO)(Rev. 1-87)

Internal Revenue Service

Department of the Treasury

District
Director

P.O. Box 2350 Los Angeles, Calif. 90053

California Community Foundation
3580 Wilshire Blvd.
Los Angeles, CA 90010

Person to Contact: B. Thornton
Telephone Number: 213 894-4170
Refer Reply to: TPA
Date: November 29, 1989
Re: California Community Foundation

Dear Applicant:

This letter is in reference to your request for a determination letter of the above referenced organization.

A review of our records indicates that California Community Foundation was recognized to be exempt from Federal Income Tax on December 1, 1988 as an organization described in Section 501(c)(3) of the Internal Revenue Code.

California Community Foundation is classified as not a Private Foundation under Section 509(a)(1) of the Code and as a publicly supported organization described in Section 170(b)(1)(A)(vi).

California Community Foundation is recognized as a "community trust" as defined in sections 1.170A-9(e)(10) and (11) of the regulations, provided applicable support tests in 1.170A-(e)(2) or (3) are met.

Grantors and contributors may rely on this determination until the Internal Revenue Service publishes notice to the contrary.

If you need further assistance, please feel free to contact me at the above address.

We appreciate your cooperation in this regard.

Sincerely,


Tax Law Specialist

Internal Revenue Service

Department of the Treasury

Washington, DC 20224

CCF, Inc.
3580 Wilshire Blvd.
Los Angeles, CA 90010

Person to Contact:
Robert Kolbe or Nelson Odoms
Telephone Number:
E:EO:R:1-1
Refer Reply to:
(202) 566-3951

Date:

DEC 1 1988

Employer Identification Number: 95-3510055
Key District: Los Angeles

Dear Sir or Madam:

This responds to your request for certain rulings concerning the federal tax effects of the proposed transaction described below.

FACTS

California Community Foundation ("Foundation") is a trust organized under California law. Foundation is recognized as exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code. By letter dated May 31, 1978, Foundation was classified as not a private foundation under section 509(a)(1) of the Code, as a publicly supported organization described in section 170(b)(1)(A)(vi).

This classification was based on Foundation's satisfying the requirements of the Income Tax Regulations, sections 1.170A-9(e)(10) and (11), concerning community trusts or foundations. Foundation was originally organized in 1915 as a single trustee community trust. It has since been reorganized to allow additional banks to participate as trustees.

CCF is a California public benefit corporation, which was organized because its corporate form enables it to accept gifts directly from donors, without the need to designate one or more of Foundation's participating banks as trustee. It can therefore attract and accept gifts of more modest size and with less liquidity than would be acceptable to bank trustees. CCF's existence thus achieves economies of scale in managing

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and investing such funds and more effectively serves Foundation's charitable purposes.

By letter dated July 3, 1980, CCF, Inc. ("CCF") was recognized as exempt from federal income tax under section 501(c)(3) of the Code, and classified as not a private foundation, as a supporting organization under section 509(a)(3). CCF has at all times, however, been operated as a component part of Foundation. It is a participating trustee of California Community Foundation, and its funds are subject to Foundation's powers under its governing instrument, described below, with respect to oversight, modification of terms and conditions, and removal of trustees. Moreover, Foundation has accounted, to the public and the Service, for CCF's use of funds. CCF's 13-member board of directors is composed of the 13 members of Foundation's board of governors.

Foundation is organized and operates under an Amended and Restated Resolution and Declaration of Trust adopted August 1, 1984 ("Resolution"), its governing instrument. Under the Resolution, all funds held by participating trustees, including CCF, are subject to the terms in the Resolution and constitute a single community trust. Donors making gifts to or for the use of Foundation agree to all terms in the resolution. All funds held by Foundation, either directly or as component funds or parts, are therefore subject to the following terms and conditions:

- (1) Each fund is presumed intended to be used only for charitable purposes, and productive of a reasonable return of net income to be distributed annually for charitable purposes, or, if accumulated, only in a reasonable amount, for a reasonable period, and for charitable purposes.
- (2) No donor or donor advisory committee may impose any material restriction or condition that prevents Foundation from freely and effectively using transferred assets or income to further its charitable purposes.
- (3) Each trustee must pay Foundation the income from the trusts or funds it holds, at such times and in such amounts as Foundation may designate. Trustees must provide periodic reports to Foundation concerning the funds held and the income thereon.
- (4) Foundation's Board directs distributions of income for charitable purposes in the community, based on

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recommendations of its Distribution Committee, at least annually.

- (5) Foundation's Board of Governors has the power to modify any restriction or condition on distribution of funds for any specified charitable purpose, to specified organizations, or as to manner of distribution if, in the board's sole judgment, the restriction becomes, in effect, unnecessary, incapable of fulfillment, or inconsistent with the charitable needs of the community.
- (6) Foundation's Board of Governors has the power to replace a participating trustee in the following circumstances:
 - (a) When it determines the trustee has breached its fiduciary duty under California law, or it otherwise determines replacement is necessary or advisable to fulfill effectively its charitable purposes, or otherwise is in Foundation's best interests; or
 - (b) When the trustee fails to produce over a reasonable period of time a reasonable return of net income (or appreciation where not inconsistent with Foundation's need for current income), with due regard for safety of principal.
- (7) Foundation's Board of Governors is committed, in the Resolution, to exercising the powers described in paragraphs (3) and (4) in the best interests of Foundation.
- (8) Foundation's Board of Governors is committed to obtaining information and taking other appropriate steps (as by requiring reports and performing audits) to see that participating trustees administer funds in accordance with the terms of the Resolution and accepted standards of fiduciary conduct to produce a reasonable return and in furtherance of Foundation's charitable purposes.
- (9) Foundation's Board of Governors is committed to taking appropriate action to make Foundation known to the people of the community and to seek gifts to Foundation from a wide segment of the community's population.

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Foundation's board has determined that its present organization as a trust governed by California law and its present trust instrument do not best serve its charitable purposes because the Board of Governors is unable to control directly the management of the corpus of its funds, for several reasons. First, the trust form prevents the Board from effectively negotiating fees with participating trustees, preventing Foundation from obtaining the highest yields on its funds consistent with prudent investment. Second, Foundation's governance is unduly complicated by the uncertainties of California trust law with respect to its Board's ability to delegate managerial (as opposed to policy-making) responsibilities to Foundation's professional staff. Third, the Board is concerned that uncertain and potentially onerous liabilities imposed by California trust law upon board members may dissuade qualified community leaders from accepting uncompensated board memberships.

The Board therefore believes that operating Foundation as a California public benefit corporation would enable its board to control directly the corpus of funds and would substitute what it views as clear, flexible standards of California corporation law governing the actions of directors for the standards of California trust law.

You propose to consummate the following transaction. Once favorable rulings are obtained, Foundation's Board will seek a court order terminating the trust and distributing Foundation's assets to CCF. CCF's name will be changed to "California Community Foundation," and it will adopt new Articles of Incorporation and By-laws, giving it all the powers listed in paragraphs (1) - (9) above, previously held by Foundation. CCF will thereafter be organized and operate as a community trust or foundation, and Foundation will no longer exist.

Participating banks will cease to hold funds as irrevocable trustees, but are expected to hold them as revocable trusts and custodial accounts. CCF will have the power to re-allocate distribution of investment responsibility among participating banks, and to select additional professional investment advisors to management the investment of portions of its funds.

You anticipate that the trustees of various private foundations will terminate the foundations by distributing their net assets to CCF, as reorganized.

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RULINGS REQUESTED

You request the following rulings concerning this transaction:

- (1) Because CCF is a "component part" of Foundation, it shares Foundation's status as an organization described in sections 509(a)(1) and 170(b)(1)(A)(vi) of the Code.
- (2) Distributions from any private foundation to CCF, as renamed and reorganized, will be deemed to have been made to an organization described in 509(a)(1) and 170(b)(1)(A)(vi) of the Code, which has existed and been so described for a continuous period of 60 months as required by section 507(b)(1)(A).
- (2) After the transaction, CCF, as renamed and reorganized, will be recognized as a community trust as defined in sections 1.170A-9(e)(10) and (11) of the regulations.

APPLICABLE LAW

Section 501(c)(3) of the Internal Revenue Code provides an exemption from federal income tax for organizations organized and operated exclusively for charitable, educational, and other purposes.

Section 509(a) of the Code defines "private foundation" to mean an organization described in section 501(c)(3) of the Code, other than an organization described in section 509(a)(1), (2), (3), or (4).

Section 509(a)(1) of the Code says an organization described in section 170(b)(1)(A) (other than in clauses (vii) and (viii)) is not a private foundation.

Section 170(b)(1)(A)(vi) of the Code describes charitable, educational, and other organizations, which are not private foundations under section 509(a)(1), that normally receive a substantial part of their support (exclusive of income received in exercising or performing their charitable, educational, or other purpose or function constituting the basis for their exemption under section 501(a)) from governmental units or from direct or indirect contributions from the general public.

Section 1.170A-9(e)(2) of the Income Tax Regulations says an organization will be treated as "publicly supported" under section 170(b)(1)(A)(vi) of the Code if it normally receives at least 33-1/3 percent of its total support from governmental

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units or from contributions made directly or indirectly by the general public.

Section 1.170A-9(e)(3) of the regulations says an organization will be treated as "publicly supported" under section 170(b)(1)(A)(vi) of the Code if it normally receives at least 10 percent of its total support from governmental units or from contributions made directly or indirectly by the general public, and it establishes that under all the facts and circumstances it normally receives a substantial part of its support from such sources.

Section 1.170A-9(e)(10) of the regulations discusses the status of community trusts under section 170(b)(1)(A)(vi). The regulation says that community trusts have often been established to attract large contributions of a capital or endowment nature for the benefit of a particular community or area. While the community trust generally has a governing body comprised of representatives of the community or area served, its contributions are often received and maintained in the form of separate trusts or funds which are subject to varying degrees of control by the governing body.

Section 1.170A-9(e)(10) says that to qualify as a "publicly supported" organization under section 170(b)(1)(A)(vi) of the Code, a community trust must satisfy the 33-1/3 percent of support test of section 1.170A-9(e)(2) of the regulations, or be organized and operated so as to attract new and additional public or governmental support on a continuous basis sufficient to meet the "facts and circumstances" test of section 1.170A-9(e)(3).

Section 1.170A-9(e)(10) further says that a community trust may meet the requirement of attraction of public support in section 1.170A-9(e)(3)(ii) by seeking gifts from a wide range of potential donors in the community or area served, through banks or trust companies, through attorneys or other professional persons, or in other appropriate ways that call attention to the community trust as a potential recipient of gifts to benefit the community or area served. A community trust is not required to engage in periodic, community-wide fundraising campaigns, directed toward attracting a large number of small contributions in a manner similar to campaigns conducted by a community chest or united fund.

Section 1.170A-9(e)(11) of the regulations provides rules for determining the extent to which separate trusts or funds may be treated as component parts of a community trust, to meet the requirements for classification as a "publicly supported" organization under section 170(b)(1)(A)(vi) of the Code and

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section 1.170A-9(e)(10) of the regulations. If the requirements of section 1.170A-9(e)(11) are met, the community trust will be treated as a single entity, and its separate funds as component parts of that entity, for purposes of sections 170, 501, 507, 508, 509, and chapter 42 of the Code.

Section 1.170A-9(e)(11) establishes the following requirements for treatment as a single entity:

1. The community trust must be commonly known as a community trust, fund, foundation or other similar name conveying the concept of a capital or endowment fund to support charitable activities in the community or area it serves (section 1.170A-9(e)(11)(iii)).
2. All separate funds must be subject to a common governing instrument (section 1.170A-9(e)(11)(iv)).
3. The organization must have a common governing body which either directs, or in the case of a fund designated for specific beneficiaries, monitors the distribution of all funds exclusively for charitable purposes (section 1.170A-9(e)(11)(v)(A)).
4. The governing body must have the following powers (section 1.170A-9(e)(11)(v)(B)):
 - a. To modify any restriction or condition on the distribution of funds for specified charitable purposes or to specified organizations if in its sole judgment, the restriction or condition becomes unnecessary, incapable of fulfillment, or inconsistent with the charitable needs of the community or area served.
 - b. To replace any trustee, custodian, or agent for breach of fiduciary duty under state law.
 - c. To replace any trustee, custodian, or agent for failing to produce a reasonable return of net income over a reasonable period of time, as it determines.
5. The governing body must commit itself to exercise the requisite powers in the best interests of the community trust (section 1.170A-9(e)(11)(v)(E)).
6. The governing body must commit itself to obtain information and take appropriate steps to ensure that

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each trustee administers the trusts or funds under its control in accordance with each individual governing instrument and accepted standards of fiduciary conduct to produce a reasonable return of net income. The governing body's responsibility extends both to individual trusts or funds, and to the aggregate of trusts or funds, held by each trustee (section 1.170A-9(e)(11)(v)(F)).

7. The organization must prepare periodic financial reports treating all the funds it holds, either directly or as component parts, as its funds (section 1.170A-9(e)(11)(vi)).

Section 507 of the Code provides rules concerning termination of private foundation status. In general, private foundations that terminate must pay the tax imposed by section 507(c), unless the tax is abated under section 507(g). However, the private foundation may terminate without paying the tax if it meets the requirements of the special rules in section 507(b).

Under section 507(b)(1)(A) of the Code, a private foundation may terminate without being subject to the termination tax if it distributes all its net assets to organizations described in section 170(b)(1)(A) (other than in clauses (vii) and (viii)) that have existed and been so described for a continuous period of 60 calendar months immediately preceding the distribution.

ANALYSIS

Although CCF is classified under section 509(a) as not a private foundation under section 509(a)(3) of the Code, that classification is not inconsistent with being an organization described in section 170(b)(1)(A)(vi), as required by section 507(b)(1)(A). The information submitted, detailed above, indicates Foundation is a "community foundation" within the meaning of section 1.170A-9(e)(10)-(11) of the regulations; and that CCF has been organized and operated as a "component part" of Foundation, within the meaning of section 1.170A-9(e)(11)(ii), at all times since it was organized on July 3, 1980. As a component part, CCF shares Foundation's status under sections 170 and 509 of the Code, pursuant to section 1.170A-9(e)(11)(i) of the regulations. During the period it has been so operated, therefore, it has been described in section 170(b)(1)(A)(vi), assuming Foundation has satisfied applicable support tests in section 1.170A-9(e)(2) or (3) of

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the regulations; it also shares Foundation's status under section 509(a)(1).

The information submitted further indicates that after the proposed transaction, CCF will be a community trust or foundation under sections 1.170A-9(e)(10) and (11) of the regulations, provided applicable support tests in section 1.170A-9(e)(2) or (3) are met; and it will therefore continue to be described in section 170(b)(1)(A)(vi) of the Code.

Because CCF has existed, and has been described in section 170(b)(1)(A)(vi) of the Code, for a continuous period of at least 60 calendar months, it is eligible to receive distributions of net assets from private foundations that are not subject to the termination tax imposed by section 507(c), under section 507(b)(1)(A).

RULINGS

Therefore, we rule as follows:

- (1) Because CCF is a "component part" of Foundation, it shares Foundation's status as an organization described in sections 509(a)(1) and 170(b)(1)(A)(vi) of the Code, provided applicable support tests in sections 1.170A-9(e)(2) or (3) of the regulations have been met.
- (2) Distributions from any private foundation to CCF, as renamed and reorganized, will be deemed to have been made to an organization described in sections 509(a)(1) and 170(b)(1)(A)(vi) of the Code, which has existed and been so described as required by section 507(b)(1)(A), provided applicable support tests in sections 1.170A-9(e)(2) or (3) of the regulations have been met, and provided all other requirements under 507(b)(1)(A) and the regulations thereunder are satisfied.
- (3) After the proposed transaction described above, CCF, as renamed and reorganized, will be recognized as a "community trust" as defined in sections 1.170A-9(e)(10) and (11) of the regulations, provided applicable support tests in 1.170A-9(e)(2) or (3) are met.

Because this letter could help resolve any future questions about Foundation's and CCF's private foundation classification, please keep a copy of this ruling in each organization's permanent records. Once the transaction is

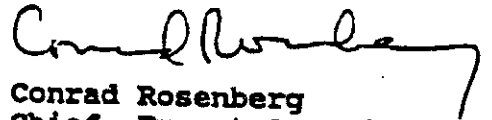
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consummated, you should notify your key District Director by letter, attaching a copy of this ruling.

We are informing your key District Director of this ruling.

Sincerely yours,

A handwritten signature in cursive script, appearing to read "Conrad Rosenberg", written in dark ink.

Conrad Rosenberg
Chief, Exempt Organizations
Rulings Branch 1

FRANCHISE TAX BOARD

SACRAMENTO, CALIFORNIA 95867

Telephone: (800) 852-5711

August 6, 1980

In reply refer to
344:WEH:sll:g

CCF, Inc.
c/o Jack Shakely
P. O. Box 54303, Terminal Annex
Los Angeles, CA 90054

Purpose : Charitable
Form of Organization : Corporation
Accounting Period Ending: August 31
Organization Number : 0990367

On the basis of the information submitted and provided your present operations continue unchanged or conform to those proposed in your application, you are exempt from state franchise or income tax under Section 23701d, Revenue and Taxation Code. Any change in operation, character or purpose of the organization must be reported immediately to this office so that we may determine the effect on your exempt status. Any change of name or address also must be reported.

You are required to file Form 199 (Exempt Organization Annual Information Return) or Form 199B (Exempt Organization Annual Information Statement) on or before the 15th day of the 5th month (4 1/2 months) after the close of your accounting period. See annual instructions with forms for requirements.

You are not required to file state franchise or income tax returns unless you have income subject to the unrelated business income tax under Section 23751 of the Code. In this event, you are required to file Form 109 (Exempt Organization Business Income Tax Return) by the 15th day of the 3rd month (2 1/2 months) after the close of your annual accounting period.

If the organization is incorporating, this approval will expire unless incorporation is completed with the Secretary of State within 60 days.

Exemption from federal income or other taxes and other state taxes requires separate applications.

*This exemption effective as of June 17, 1980.

**This letter supersedes our letter of July 29, 1980.

Robert Lute
Robert Lute, Manager
Exempt Organization Section

cc: Registry of Charitable Trusts